



亞洲聯合基建控股有限公司

ASIA ALLIED INFRASTRUCTURE HOLDINGS LIMITED

(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 : 00711



a step further
穩步向前

2024/25
Annual Report
年報

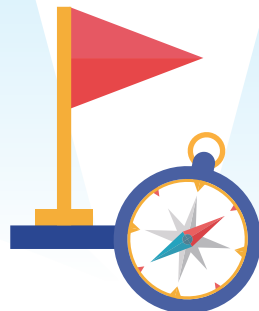
VISION 願景

To be a dynamic enterprise that improves people's livelihood through infrastructure and professional services for cities in Asia and beyond

透過為亞洲和其他地區城市提供基礎設施和專業服務，成為一間改善民生並富有活力的企業

MISSION 使命

- Improve people's quality of life
提升人們生活質素
- Grow with our employees
與員工一起成長
- Create value for shareholders
為股東創造價值
- Committed to a sustainable future
致力實現可持續發展的未來



CORE VALUES 核心價值



Nurture 培育

We spare no effort to nurture the next generation
我們不遺餘力地培育新一代



Respect 尊重

We respect one another and treat everyone equally
我們互相尊重，平等對待每個人



Commitment 承諾

We build trust through commitment
我們通過承諾建立互信



Innovation 創新

We are intelligent problem-solvers
我們善用智慧解決問題



Sustainability 可持續發展

We prioritise ESG in every decision
我們在每項決策中都優先考慮環境、社會及管治



Initiative 主動

We are self-starters and exceed expectations
我們積極主動，並超越期望



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DEFINITIONS

釋義

In this annual report, unless the context otherwise requires, the following terms shall have the meanings set out below:
在本年報內，除文義另有所指外，下列詞彙應具有以下涵義：

Terms 詞彙	Definitions 釋義
"Audit Committee" 「審核委員會」	the audit committee of the Board 董事局審核委員會
"Board" 「董事局」	the board of Directors 董事局
"Bye-laws" 「公司細則」	the Bye-laws of the Company 本公司之公司細則
"CG Code" 「企業管治守則」	the Corporate Governance Code contained in Appendix C1 to the Listing Rules 上市規則附錄C1所載之《企業管治守則》
"Chun Wo" 「俊和」	Chun Wo Development Holdings Limited, a subsidiary of the Company 本公司附屬公司俊和發展集團有限公司
"Company" 「本公司」	Asia Allied Infrastructure Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 00711) 亞洲聯合基建控股有限公司，一間於百慕達註冊成立之有限公司，其股份於聯交所主板上市(股份代號：00711)
"Company Secretary" 「公司秘書」	the company secretary of the Company 本公司之公司秘書
"CSR" 「企業社會責任」	corporate social responsibility 企業社會責任
"Director(s)" 「董事」	the director(s) of the Company 本公司之董事
"ESG" 「環境、社會及管治」	environmental, social and governance 環境、社會及管治
"Executive Committee" 「執行委員會」	the executive committee of the Board 董事局執行委員會
"Executive Director(s)" 「執行董事」	the executive Director(s) 執行董事
"Group" 「本集團」	the Company and its subsidiaries from time to time 本公司及其不時之附屬公司
"HK\$" and "HK cent(s)" 「港元」及「港仙」	Hong Kong dollar(s) and cent(s), the lawful currency of Hong Kong 港元及港仙，香港的法定貨幣

DEFINITIONS

釋義



Terms

詞彙

“Hong Kong”

「香港」

“INED(s)”

「獨立非執行董事」

“Listing Rules”

「上市規則」

“Management Committee”

「管理委員會」

“Model Code”

「標準守則」

“NED(s)”

「非執行董事」

“Nomination Committee”

「提名委員會」

“PRC”

「中國」

“Remuneration Committee”

「薪酬委員會」

“RMB”

「人民幣」

“SFO”

「證券及期貨條例」

“Share(s)”

「股份」

“Shareholder(s)”

「股東」

“Stock Exchange”

「聯交所」

“Year”

「本年度」

“%”

「%」

Definitions

釋義

the Hong Kong Special Administrative Region of the PRC

中國香港特別行政區

the independent non-executive Director(s)

獨立非執行董事

the Rules Governing the Listing of Securities on the Stock Exchange

聯交所證券上市規則

the management committee of the Board

董事局管理委員會

Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix C3 to the Listing Rules

上市規則附錄C3所載《上市發行人董事進行證券交易的標準守則》

the non-executive Director(s)

非執行董事

the nomination committee of the Board

董事局提名委員會

the People’s Republic of China

中華人民共和國

the remuneration committee of the Board

董事局薪酬委員會

Renminbi, the lawful currency of the PRC

人民幣，中國的法定貨幣

the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

香港法例第571章證券及期貨條例

the ordinary share(s) of HK\$0.10 each in the share capital of the Company

本公司股本中每股面值0.10港元之普通股

the holder(s) of issued Share(s)

已發行股份之持有人

The Stock Exchange of Hong Kong Limited

香港聯合交易所有限公司

for the year ended 31 March 2025

截至2025年3月31日止年度

per cent

百分比

CORPORATE INFORMATION

企業資料

HONORARY DIRECTOR

Li Wai Hang, Christina

BOARD OF DIRECTORS

Executive Directors

Pang Yat Ting, Dominic (*Chairman*)

Xu Jianhua, Jerry (*Deputy Chairman*)

Pang Yat Bond, Derrick (*Chief Executive Officer*)

Non-executive Directors

Wong Wendy Dick Yee

Yim Yuk Lun, Stanley

Independent Non-executive Directors

Wu William Wai Leung

Lam Yau Fung, Curt

Ho Gilbert Chi Hang

Yen Gordon

AUDIT COMMITTEE

Wu William Wai Leung (*Chairman*)

Wong Wendy Dick Yee

Yim Yuk Lun, Stanley

Lam Yau Fung, Curt

Ho Gilbert Chi Hang

EXECUTIVE COMMITTEE

Pang Yat Ting, Dominic (*Chairman*)

Xu Jianhua, Jerry

Pang Yat Bond, Derrick

MANAGEMENT COMMITTEE

Pang Yat Bond, Derrick (*Chairman*)

Pang Yat Ting, Dominic

Xu Jianhua, Jerry

NOMINATION COMMITTEE

Pang Yat Ting, Dominic (*Chairman*)

Wong Wendy Dick Yee

Yim Yuk Lun, Stanley

Wu William Wai Leung

Lam Yau Fung, Curt

Ho Gilbert Chi Hang

Yen Gordon

REMUNERATION COMMITTEE

Lam Yau Fung, Curt (*Chairman*)

Wu William Wai Leung

Ho Gilbert Chi Hang

榮譽董事

李蕙嫻

董事局

執行董事

彭一庭 (*主席*)

徐建華 (*副主席*)

彭一邦 (*行政總裁*)

非執行董事

黃迪怡

嚴玉麟

獨立非執行董事

胡偉亮

林右烽

何智恒

嚴震銘

審核委員會

胡偉亮 (*主席*)

黃迪怡

嚴玉麟

林右烽

何智恒

執行委員會

彭一庭 (*主席*)

徐建華

彭一邦

管理委員會

彭一邦 (*主席*)

彭一庭

徐建華

提名委員會

彭一庭 (*主席*)

黃迪怡

嚴玉麟

胡偉亮

林右烽

何智恒

嚴震銘

薪酬委員會

林右烽 (*主席*)

胡偉亮

何智恒

CORPORATE INFORMATION

企業資料

COMPANY SECRETARY

Wong Chi Yin

AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor

LEGAL ADVISORS

Conyers Dill & Pearman
YYC Legal LLP

PRINCIPAL BANKERS

Chong Hing Bank Limited
Fubon Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Bank of East Asia Limited
The Hongkong and Shanghai Banking Corporation Limited

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

27/F, Tower A
83 King Lam Street
Cheung Sha Wan, Kowloon
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL SHARE REGISTRAR

Appleby Global Corporate Services
(Bermuda) Limited
Canon's Court, 22 Victoria Street
PO Box HM 1179, Hamilton HM EX
Bermuda

HONG KONG BRANCH SHARE REGISTRAR

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

CORPORATE WEBSITE

www.asiaalliedgroup.com

STOCK CODE

00711

公司秘書

黃智燕

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師

法律顧問

康德明律師事務所
楊楊朱律師事務所有限法律責任合夥

主要往來銀行

創興銀行有限公司
富邦銀行(香港)有限公司
恒生銀行有限公司
東亞銀行有限公司
香港上海滙豐銀行有限公司

總辦事處及 主要營業地點

香港
九龍長沙灣
瓊林街83號
A座27樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要股份過戶登記處

Appleby Global Corporate Services
(Bermuda) Limited
Canon's Court, 22 Victoria Street
PO Box HM 1179, Hamilton HM EX
Bermuda

股份過戶登記處香港分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

企業網址

www.asiaalliedgroup.com

股份代號

00711

PERFORMANCE HIGHLIGHTS

表現摘要

FINANCIAL HIGHLIGHTS

財務摘要

Total Revenue

總營業額

HK\$

9,055,006,000

港元



Equity per Share

每股權益

HK\$ **1.20** 港元

Loss Attributable

to Shareholders

股東應佔虧損

HK\$ **274,039,000** 港元

Basic Loss per Share

每股基本虧損

HK **15.27** cents 港仙



Gearing Ratio

資本負債比率

0.94

Net Assets

資產淨值

HK\$ **2,354,247,000**

港元

Total Assets

資產總額

HK\$ **8,937,263,000**

港元



WORKPLACE QUALITY

工作環境質素

Accident Rate

(per 100,000 man-hours)

意外率(每十萬工時)

0.076



Fatality Rate

死亡率

0



Number of Employees

僱員數目

7,528



Accumulated Training Hours

累計培訓時數

13,861.5



PERFORMANCE HIGHLIGHTS

表現摘要

ENVIRONMENTAL PROTECTION

環境保護

Carbon Emissions and Intensity

碳排放及密度

26,623 tonnes CO₂e
噸二氧化碳當量

2.9 tonnes CO₂e/
HK\$ million revenue

噸二氧化碳當量／每百萬港元收益



Diesel Consumption and Intensity

柴油使用量及密度

7,434,792 Litre 升

821.1 Litre/
HK\$ million revenue

升／每百萬港元收益



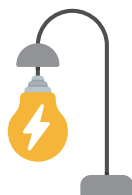
Electricity Consumption and Intensity

用電量及密度

15,817,321 kWh 千瓦時

1,746.8 kWh/
HK\$ million revenue

千瓦時／每百萬港元收益



Petrol Consumption and Intensity

汽油使用量及密度

356,555 Litre 升

39.4 Litre/
HK\$ million revenue

升／每百萬港元收益



Water Consumption and Intensity

耗水量及密度

343,517 m³ 立方米

37.9 m³/
HK\$ million revenue

立方米／每百萬港元收益



Non-hazardous Waste Production

無害廢棄物製造

452,957 tonnes 噸

Non-hazardous Waste Reused/Recycled

無害廢棄物重用／回收

432,622 tonnes 噸



COMMUNITY

社區



Charitable and Other Donations

慈善及其他捐款

HK\$ **1,800,000** 港元



Volunteer Service Hours

義工服務時數

659

CORPORATE EVENT HIGHLIGHTS

企業大事紀要

06/2024



Chun Wo Construction Holdings Company Limited Retains the Honour of “Top 10 Contractor” at the BCI Asia Awards 2024

Chun Wo Construction Holdings Company Limited was again chosen as one of the “Top Ten Contractors in Hong Kong” at the BCI Asia Awards 2024, recognising its excellence in Asia’s construction sector. With gratitude to clients and business partners, we remain committed to advancing Hong Kong’s industry and upholding our vision of “Building a Better Future Through Trust & Commitment”.

俊和建築控股有限公司蟬聯BCI Asia Awards 2024「十大承建商」

俊和建築控股有限公司於「BCI Asia Awards 2024」再次獲選為「香港十大承建商」，以表揚其作為亞洲地區具傑出業務表現的建築承建商。感謝所有客戶和業務合作夥伴的支持，我們會為本港建造業持續貢獻，秉承「承諾互信、共建未來」的願景，追求更卓越成就。

08/2024

Enhancing Tsim Sha Tsui’s Drainage System: The Introduction of Tunnel Boring Machines and Trenchless Technology

Chun Wo has deployed a Tunnel Boring Machine (TBM) to excavate a 92m stormwater channel with trenchless technology for the project “Drainage Improvement Works in Tsim Sha Tsui”, enhancing the drainage capacity from Granville Road to Chatham Road South. This eco-friendly implementation minimises community disruption and demonstrates our commitment to sustainable development within the community.



「尖沙咀雨水排放系統改善工程」引入隧道鑽掘機 採用無坑挖掘技術

俊和於「尖沙咀雨水排放系統改善工程」引入隧道鑽掘機，採用無坑挖掘技術鑽掘一條長約92米雨水渠，提升加連威老道至漆咸道南的排水能力。此技術可減少對社區的影響，同時印證公司對社會可持續發展的承諾。

CORPORATE EVENT HIGHLIGHTS

企業大事紀要

10/2024



AAI Honoured with 2024 Hong Kong ESG Award for Outstanding ESG Contributions

The Group was honoured with the 2024 “Hong Kong ESG Award”, recognising the Group as one of the ten recipients of this accolade in Hong Kong. This recognition acknowledges the Company’s continuous efforts in the field of sustainable development. AAI has consistently integrated sustainability into every aspect of business operation, working towards the environmental goals of the construction industry. The Group will continue to strive towards a more sustainable future.

集團獲頒2024「香港ESG大獎」可持續發展卓越表現獲肯定

本集團榮獲2024「香港ESG獎」，成為全港十間獲獎企業之一。獎項是對我們一直以來在可持續發展領域努力的肯定。亞洲聯合基建一直堅持將可持續發展融入業務營運的每一個細節中，從而實現建造業的環保目標，我們將繼續努力，建立更可持續的未來。

10/2024

Chun Wo’s MiC New Project: New Headquarters and Youth Hostel of the Hong Kong Girl Guides Association

Chun Wo Construction is delighted to have been appointed as the main contractor for the “New Headquarters and Youth Hostel of the Hong Kong Girl Guides Association”, located in Jordan. This project involves the development of new headquarters for the association, with the upper part of the youth hostel being constructed through the Modular Integrated Construction (MiC) method and pledging safe and efficient project delivery.

俊和獲得MiC新項目 — 「香港女童軍總會新總部暨青年宿舍大樓」

俊和獲委任為「香港女童軍總會新總部暨青年宿舍」的總承建商，為女童軍總會興建位於佐敦的新總部。是次項目包括為女童軍總會興建一座新總部大樓，並於上蓋以「組裝合成建築法」(MiC)興建青年宿舍部分，承諾安全高效完成工程。



11/2024

New Group Member — Manbond Supply Chain (Hong Kong) Limited

The Group has successfully acquired Manbond Supply Chain (Hong Kong) Limited (“Manbond”), enhancing our building materials supply chain. With Manbond’s expertise in sales of construction material and state-owned enterprise partnerships, this integration unlocks synergies for market expansion and future projects.

集團新成員 — 萬邦供應鏈(香港)有限公司

集團成功收購萬邦供應鏈(香港)有限公司(「萬邦」)，強化建材供應鏈管理能力。萬邦長期為國企提供優質建築建材，此次整合將創造協同效應，幫助集團拓展市場網絡及潛在項目機會。



12/2024



Stand with Rare Disease Warriors and Their Families for Lifewire Run 2024

The “Lifewire Run 2024 — Tseung Kwan O”, jointly organised by Lifewire and Chun Wo, was successfully held. This event has been running for seven years and this year was hosted by Mr. Lau Chun Kit, Ricky, JP, Permanent Secretary for Development (Works), Mr. Tai Sheung Shing, Victor, JP, Under Secretary for Housing, and Ms. Minnie Soo Wai Yam, Table Tennis Olympic medalist. The race garnered strong support from multiple government departments, organisations, and over 2,500 runners. After deducting costs, all net proceeds were donated to support children with rare diseases, raising public awareness and fostering inclusivity for affected families.

「2024 愛跑 • 將軍澳」齊撐罕見病童及家庭

俊和與Lifewire《護•聯網》合辦的「2024 愛跑 • 將軍澳」慈善跑圓滿舉行。賽事已舉辦至第7屆，今年由發展局常任秘書長(工務)劉俊傑先生太平紳士、房屋局副局長戴尚誠先生太平紳士，及奧運乒乓球獎牌得主蘇慧音女士擔任主禮嘉賓，獲多個政府部門、機構及逾2,500位健兒響應支持。扣除成本後，籌得的善款將全數撥捐支援病童，促進社會對罕見病的關注及支持。

02/2025

Chun Wo signed the “Alliance Pledge for the Hung Shui Kiu/Ha Tsuen New Development Area Second Phase Development”

Chun Wo partnered with Civil Engineering and Development Department in the Hung Shui Kiu/ Ha Tsuen New Development Area Phase 2 Alliance Pledge, a collaborative framework focusing on Design, Procurement, and Construction for the Northern Metropolis development. The project scope includes executing the fresh water infrastructure project, leveraging this partnership to work with stakeholders in delivering critical community infrastructure.



俊和簽署「洪水橋／廈村新發展區第二期發展聯盟承諾」

俊和與土木工程拓展署攜手推動「洪水橋／廈村新發展區第二期發展聯盟承諾」，該聯盟基於設計、採購及建設三大合作方向，共同為北部都會區發展提供創新工程方案。目前，俊和負責該區食水配水庫及水管工程，並將與其他持分者密切合作，為社會建設完善基礎設施。

03/2025



Grand Opening of Fanling On Lok Mun Street Playground Featuring World Skate-Certified Facilities

Chun Wo has completed the reprovision of the On Lok Mun Street Playground in Fanling, the project under the Kwu Tung North/Fanling North New Development initiative. The new 3,800 sqm playground features a 1,600 sqm extreme sports zone certified by World Skate, with both bowl and street facilities meeting international competition standards, offering professional-grade extreme sports amenities to the public.

粉嶺安樂門街遊樂場啟用 設國際級極限運動設施

俊和承建的粉嶺安樂門街遊樂場重置項目圓滿完工，此項目隸屬古洞北及粉嶺北新發展區基礎設施工程。新建遊樂場佔地3,800平方米，其中1,600平方米為獲國際滾軸運動總會認證的極限運動區，其碗型及街式設施均達國際競賽標準，為市民提供專業級極限運動體驗。



CHAIRMAN'S STATEMENT

主席報告

REVIEW — THE MACROECONOMY

On behalf of the Board of Directors, I am pleased to present the Group's annual results for the year. Over the past year, the post-pandemic era's global landscapes have undergone significant shifts across economic, political, and technological fronts. Ongoing uncertainties surrounding tariffs have heightened geopolitical tensions. In Hong Kong, the economy remained under pressure from elevated interest rates, a tightening talent pool, and rising operational costs. At the same time, Shenzhen and other cities within the Greater Bay Area have drawn increasing numbers of Hong Kong residents towards cross-border consumption, driven by favourable exchange rates and a wider range of consumer choices. Across industries, businesses are being reshaped by new market dynamics, requiring new models and new strategies. In response, we have committed to dual-track progress through transformation and business realignment.

The HKSAR Government has actively implemented the Hong Kong National Security Law, ushering in a transition from stability to revitalisation. A key initiative is the Northern Metropolis development plan, which aims to drive long-term economic growth through strategic infrastructure investments that strengthen connectivity between Hong Kong and Shenzhen. These efforts are expected to enhance the flow of vehicles, people and goods across the region. Meanwhile, evolving Sino-US trade dynamics and geopolitical realignments are steering Hong Kong towards deeper trade integration with Asia and the Middle East, unlocking new opportunities for the city's financial sector. Globally, the rapid rise of artificial intelligence continues to redefine industries. The Hong Kong government is addressing the talent gap by attracting professionals from both local and international sources, while also investing in the development of emerging technology sectors — further reinforcing Hong Kong's position as an international business hub.

回顧 — 宏觀經濟

本人謹代表董事局呈報本集團本年度的全年業績。過去一年，環球經濟、政治、科技三項主要元素在後疫情時期都產生巨大的變化，關稅問題持續不明朗，加劇地緣政治緊張；香港經濟仍然受到高息、人才流失、營運成本上升所影響。然而，深圳及大灣區城市憑藉匯率優勢和消費多元選擇吸引港人跨境消費，各行各業在這次巨變中面對新格局、新市場、新方式；我們全力準備轉型、轉營，雙軌前進。

香港政府積極落實香港國安法，由亂到治，由治及興，努力推進的北部都會區開發計劃，透過戰略性基建投資連接深港兩地，區域和兩地車流、人流、物流注入新動力，創造長遠經濟效益。中美貿易和地緣政治推動香港和亞洲及中東更緊密的貿易聯繫，擴大香港金融的發展機會。同時，全球面對人工智能的大趨勢，香港政府致力從國內外招攬人才，一方面解決人才短缺的問題，另一方面也積極建設新科技板塊，進一步鞏固香港作為國際商業樞紐的地位。



Pang Yat Ting, Dominic
Chairman
彭一庭
主席

BUSINESS REVIEW

During the year under review, the Group achieved steady progress despite operating in a highly challenging environment. Against a backdrop of elevated interest rates and market volatility, the Group adopted a prudent and disciplined approach, prioritising stringent cash flow management. This strategy was aimed at ensuring the Group to continue meeting client expectations in terms of service and quality, while also maintaining a stable cashflow position to support day-to-day operations. Moreover, a core operational objective of the Group remains the continuous enhancement of its technologies and service offerings, with a view to building long-term competitiveness and sustaining market leadership. Equally important is the recognition and trust we would earn, through our technological expertise, from both our clients and the wider community. We remain committed to strengthening our brand visibility through diverse communication channels and strategic engagement.

In the infrastructure segment, following the completion of a strategic asset restructuring during the interim period, which involved the write-off of projects with uncertain prospects, the overall operational efficiency have been enhanced. The division has long adhered to a management philosophy centred on technological excellence and high-quality delivery. The total contract value of completed projects in Hong Kong remained broadly consistent with the previous year, reflecting our strong and reputable presence built over more than five decades of operation in HKSAR.

Given the persistently high interest rate environment and subdued property market activity, the Group had adopted a conservative approach and significantly scaled back its involvement in real estate development and leasing activities when property prices peaked in 2018. Efforts during the period were focused on disposing of the Group's remaining units, thereby supporting overall cash flow and financial flexibility.

The professional services segment, encompassing security, tunnel management, property management for both public and private sectors, and facilities management, returned to profitability during the period. This reflects the positive contribution from the acquisition of Modern Living Investments Holdings Limited ("Modern Living") in 2023. Modern Living currently manages a total of 60,692 subsidised units and 288 private-sector units, totalling approximately 60,980 units. This has positioned us as a key player in the Hong Kong market. We remain confident in the growth potential of this segment and are committed to expanding its scale through the delivery of high-quality services.

With the number of visitors to Hong Kong gradually rebounding to pre-pandemic levels — reaching 45 million in 2024 — the non-franchised bus services segment recorded double-digit profit growth, supported by enhanced operational efficiency and an expanded service network.

The medical technology and healthcare services segment delivered an impressive performance, underpinned by an ageing population and rising public awareness of health issues in Hong Kong. The Group remains optimistic about the prospects for medical technology development in Hong Kong. In line with this trend, we completed the establishment of a second laboratory during the period, increasing capacity and enhancing the quality of our service offerings.

業務回顧

本年度集團在充滿挑戰的環境中取得穩健發展，因應高利率和市場波動的環境下，集團的優先策略是嚴格管控現金流為首要任務，一方面為滿足市場客戶要求的服務和質素；另一方面確保集團現金流可以穩步應付日常運作。此外，集團持續強調營運的宗旨是不斷優化有關方面的技術和服務，建立持久的市場競爭力和領導地位。同時，客戶和社會對我們技術的認可、認知、及對我們高度信任的認同也是同等重要，我們透過多方面的溝通渠道和方式，貫徹提升集團的知名度。

基建工程於中期業績完成策略性資產重組，撇銷不確定性的工程項目，提升營運效率。本事業部一向的管理方針以高技術、高質量為目標，本年度為香港完成的工程合約總額值和去年相約，在香港五十多年的歷史經營建立了堅實、卓越的聲譽。

由於利率處於長期高位和市場交易淡靜，當樓價在2018年攀升至最高峰時，我們取用審慎的政策，大幅減少投入房地產開發和租賃業務，故此期內集中出售餘下少量單位，有助集團的整體資金營運。

專業服務（包括保安、隧道管理、公私營物業管理及其他設施管理服務）於期內轉虧為盈，其中反映集團在2023年收購雅居投资有限公司（「雅居」）所產生的效益，現時雅居旗下管理物業總共有60,692私公營物業和288私營物業，單位總數約60,980戶，佔香港市場重要的一席，我們對這個業務充滿信心，將持續以優質服務擴大現在的規模。

因為香港旅客人數逐步回復疫前水平，2024年的訪客回升至4,500萬人次，加上改善營運效率和擴大服務網絡，非專營巴士服務也錄得雙位數字的盈利增長。

醫療科技與健康服務表現突出，主要於香港人口高齡化及大眾關注健康的知識，我們對醫療科技在香港發展的前景非常樂觀。本集團緊緊把握了這個趨勢，在期內完成第二所實驗室，擴大產能和提供更完善的服務。

FUTURE STRATEGY AND OUTLOOK

Looking ahead, as interest rates have started to decline during the new year, and ongoing negotiations surrounding Sino — US trade relations and trade tariffs appeared to be making progress, we expect the market uncertainty would ease progressively, barring a significant escalation in conflicts in the Middle East or the Russia — Ukraine war.

The development path of Hong Kong is becoming more well-defined. The full implementation of the “One Country, Two Systems” principle, integration into the Greater Bay Area, and participation in Asia-Pacific economic and trade organisations will expand the city’s market reach. The government continues to promote financial services and emerging technologies, alongside modernisation initiatives and improvements in public well-being.

The Group is committed to completing its asset restructuring plan in the current year with a pragmatic approach. Through constructive and amicable negotiations, we aim to fully recover project-related receivables amounting to approximately HK\$900 million. We are fully confident in achieving this target.

Guided by its medium- to long-term development strategies, the Group will continue to prioritise technological and service innovation as the core focus in alignment with the current wave of technological reform. The new financial year will see us concentrate our resources on research and development of practical scenario application of artificial intelligence (AI). Our goal is to systematically enhance the level of intelligence and service precision of the Group, with the ambition of establishing a fully digitalised operational framework within the next 3 to 5 years. This strategic plan supports both China’s initiatives for high-quality development and the urban modernisation agenda of the HKSAR government. It will significantly improve the productivity, safety standards and cost-efficiency of our business segments, ultimately generating sustainable and growing returns for our shareholders.

With over 50 years of professional experience and a strong track record of innovation, the Group is well positioned to maintain steady growth in its core businesses while capitalising on emerging opportunities. We remain firmly convinced that our efforts will not only deliver immediate value to Hong Kong but will also foster long-term competitive strength for sustainable development.

未來策略及方向

展望未來，利息在新的年度已經下調，中美關係和貿易關稅的談判也漸露曙光，除非中東及俄烏戰爭加劇，否則市場困惑逐步解除。

香港的發展方向也非常清晰，全面實施一國兩制，加入大灣區和亞太經貿組織以擴大市場，積極推動金融和新科技產業，持續都市現代化及民生康健化的方案。

集團將必定務實完成本年度的資產重組計劃，通過友好協商，實現將相關項目的應收帳收回，全數約港幣9億元，我們有百分百的信心完成此項任務。

集團將以中長期發展戰略為導向，持續深化「技術與服務」科技化為核心目標，緊貼科技改革的新時代。在新的財政年度，我們將重點投入人工智能技術的場景化應用研發，透過系統性提升智能化水平和服務的精準度，計劃在未來3–5年內建成完整的數位化營運體系。這一戰略佈局將配合國家的優質生產規劃，也支持香港政府多項都市現代化的規劃，顯著提升本集團各分部業務板塊的生產效率、安全標準和成本優勢，為股東創造持續增長的回報。

憑藉集團五十餘年的專業積澱和與時俱進的創新能力，我們有信心在保持核心業務穩健增長的同時，把握新興領域的發展機遇。我們堅信，不僅能為香港創造即時價值，更將累積可持續發展的長期競爭優勢。

CHAIRMAN'S STATEMENT

主席報告



ACKNOWLEDGMENTS

I would like to extend my sincere gratitude to the management team and all employees for their professionalism and unity during this challenging period of transition. Our colleague's dedication and perseverance have been instrumental to the continued progress. We are also deeply thankful for the trust and unwavering support shown by our business partners and stakeholders throughout this time.

With long-standing and well-established presence in Hong Kong over decades, we shall continue to uphold the pragmatic approach and strengthen the competitiveness of our core businesses. As we pursue our vision of becoming a leading infrastructure and professional services group in Asia, we are committed to delivering tangible results in return for your confidence and expectations. Looking ahead, we recognise that sustained success will require close collaboration with all of our stakeholders. Together, we can forge a more resilient and long-lasting path for development.

致謝

本人謹此衷心感謝管理團隊和全體員工在這段充滿挑戰的調整期中展現的專業與團結。每一位同事的付出與堅持，都是我們能夠穩步前行的關鍵力量。同時，我們深深感激所有業務夥伴和持份者在此期間給予的信任與支持。

立足香港數十載的深厚根基，我們將秉持一貫的務實作風，持續強化核心業務的競爭力。在追求成為亞洲領先基建及專業服務集團的道路上，我們會以實際成果回報各位的信任與期待。未來，我們更需要與各位攜手同行，共同開創更穩健、更長遠的發展新方向。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the Year, Hong Kong's economy continued to face pressure from global financial, trade, and geopolitical factors. Interest rates remained elevated, while the Group delivered stable performance, with total revenue reaching HK\$9.06 billion (2024: HK\$8.78 billion), representing a year-on-year increase of 3.1%. Net loss attributable to shareholders for the Year was approximately HK\$274.0 million (2024: net profit attributable to shareholders of approximately HK\$72.1 million). Meanwhile, cash balances for the end of the period rose by 25.5% year-on-year, and net debt declined by 5.6%. Despite the challenging environment, the Group maintained a solid financial foundation.

Hong Kong operates as a highly open economy in the international market. Since 2010, ultra-low interest rates — falling to as low as 0.5% — encouraged some investors and property developers to take leverage positions. However, from mid-2022, interest rates rose sharply and remained elevated into early 2025. As a result, there were increasing cases of borrowers being unable to meet their principal and interest obligations, placing additional pressure on the overall economy. This contributed to a downturn in the retail sector, sluggish property sales, and tightening liquidity across the real estate market, further exacerbating financial challenges.

During the financial year under review, the construction industry faced unprecedented challenges. Several prominent player ceased operations and exited the construction industry due to various operational and financial pressures, signalling the arrival of a new era with high volatility and transformation.

In 2018, at the peak of the price index of the property market, the Group have already adopted a prudent investment strategy by limiting its exposure to real estate and selective construction projects for private developers. At the same time, we put our focus on public infrastructure projects, through which we can contributed to Hong Kong's urban development and also enhanced the quality of our accounts receivables.

Moreover, aligned the Hong Kong's urban modernisation policies, we has gradually accumulated some investments in lower-risk and enhancing quality of living projects such as professional services, non-franchised bus services and medical technology and healthcare. These initiatives helped stabilise the Group's cash flow and investment returns. Operating results for the period amounted to approximately HK\$33.9 million (2024: loss of approximately HK\$11.0 million), reflecting a significant year-on-year improvement.

Therefore, the Group has been focusing on three strategic targets since the beginning of the year: 1. Balanced Funding, 2. Sustainable improving in technology, services, and talent development, and 3. Maintaining market position and brand value.

業務回顧

本年度香港的整體經濟仍然受國際的金融、貿易、政治的影響，利息繼往年的水平持續高企，集團表現保持平穩，總營業額達9,060,000,000港元（2024年：8,780,000,000港元），同比增長3.1%。本年度股東應佔虧損約為274,000,000港元（2024年：股東應佔純利約為72,100,000港元）。此外，期末現金比去年同期增加25.5%，帶同淨債務淨額減少5.6%，雖然是逆水行舟，財政基礎保持穩定。

香港是一個國際性開放型的經濟體，自2010年借貸利息低至0.5%，吸引部份投資者和地產發展商借貸投資，結果在2022年中開始利率急速調升，並維持高位至2025年初，投資失利而不能支付本金和利息的案例不斷增加，令整體經濟壓力上升，做成零售業低潮、樓市銷售疲弱，令地產行業資金緊張，百上加斤。

回顧本財政年度，建造業遭受史無前例的嚴峻考驗，行內有數間知名的企業因各自的原因前後結業，退出本地建築行業，充份反映了一個波動和變革的時代已經來臨。

本集團在2018年房地產價格指數最高峰時已經決定以審慎態度投資房地產和承建私營發展商的建築項目。同時，我們全力專注在政府公營基建項目，一方面為香港都市化經濟作出正面的支持和貢獻，另一面提升應收賬的可靠性。

同時，我們按香港都市現代化的政策方向，逐步累積投資本地優化都市民生而風險偏低的項目（專業服務、非專營巴士服務及醫療科技與健康），穩定集團的資金流及回報率。期內經營業績約為33,900,000港元（2024年：虧損約11,000,000港元），較去年同期實現明顯的效益。

因此，本年度初集團全力落實既定的三項策略性指標：1. 資金平衡、2. 持續提升技術、服務和人才的培養、3. 穩守市場地位和品牌價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW *(Continued)*

Balanced Funding

During a period of global economic and financial uncertainty, and with Hong Kong's infrastructure projects growing in both scale and complexity, effective cash flow management and allocation of financial resources to various business priorities have become increasingly critical. Therefore, in the interim results announcement, the Group made strategic arrangements related to long-term contract assets. We took a proactive step to write off a small portion of a long overdue but remained unsolved project, then actively sought to reach settlement agreement on the larger portion of the full amount. Despite the final settlement and cash inflow being expected to materialise in the next financial year, our Cash Balance and Net Debt balance have reduced that from the previous year. Overall financial risk is under proper control.

Technology and Services

The Group's operations engage high precision technology and service standards. Regardless of the conditions of external economic pressures and operational risks, the Group maintains its core principle to allocate the right amount of resources to enhance technologies that can enable us to achieve high precision in multiple types of projects design and planning; to ensure our equipment can complete jobs with highest quality in terms of completion time, safety, and 100% satisfying the design standards; all materials are strictly adhere to, or in many cases exceeded the required specifications. After all, ongoing talent development and a strong culture of teamwork and professionalism are essential to make all of the above possible.

Brand Image

As an open and internationally connected city, Hong Kong's market size is relatively small when comparing the scale of global markets. Therefore, it is a very demanding challenge for any local companies to maintain long term survival when competing with the global players, especially to the conventional industries. Competitors from overseas may have more experience and resources. In the middle of such a period of market turbulence, we recognise that both of our hardware and software ought to perform at the highest level to best present our competitive advantages.

To support ongoing investments in technology, services, and talent, the Group actively engages with key stakeholders to gain their recognition. We also collaborate with the Hong Kong government to share the results of the Group's latest technological researches and developments. These efforts reflect our commitment to advancing Hong Kong's urban modernisation and improving the quality of life for its residents.

業務回顧 (續)

資金平衡

身處於全球經濟、金融危機的時刻，加上香港基建的項目規模越來越龐大，資金周轉和平衡支持不同重點的管理至關重要。故此，集團在中期業績預先為長期之合約資產作出適當的策略性安排。我們主動撇除多年來未能解決的項目中的小部份數額，積極爭取就全額的一部份餘額達成結算協議。儘管最終結算及資金回籠預期將於一個財政年度才能實現，我們的資金結餘及淨負債結餘較上一年度已有所減少，財政風險基本受控。

技術與服務

本集團的業務涉及高度精準的科技和服務質素，不論外界的經濟壓力和營運風險情況，集團的領導宗旨堅定保持投放合理的資源，令多樣化的項目設計和規劃精準；所需的設備完善，可以幫助施工的時間準時、安全、和百分百達到設計標準；所需的物料絕對符合指定的規格，或甚至超出目前的要求；當然這些一切能夠順利執行是源於人才的培訓和建立優秀的團隊精神。

品牌形象

香港是一個國際開放的城市，但本地市場和國際市場的規模比較是天淵之別，本土生存的動力非常具有挑戰性，尤其是傳統的行業，外來的競爭者也可能具備經驗豐富、資源豐厚，面對本年度風高浪急的形勢，我們的軟件、硬件都必須表現突出，發揮全面的競爭優勢。

我們持續投資技術、服務、和人才必須要先主動獲得相關業務單位認可，配合香港政府，並分享集團的新科技研發進展，實踐我們的集團使命感，建造香港都市現代化和優質都市生活的目標。

BUSINESS REVIEW *(Continued)*

Brand Image *(Continued)*

A strong brand impact is built upon a broad base of users who has accumulated in-depth awareness. Over the years, the Group's technical competence and outstanding service quality have earned the appreciation of customers and the public, generating a shared sense of pride on the domestic expertise in Hong Kong.

Our leadership in technology and service delivery goes beyond theory — it is practically applied in the real-world execution. From mountains to fields, underwater to sea shore areas, our construction competence enabling free-accessibilities everywhere, empowering economic growth, and contribute to a more efficient and vibrant city. Our public transport services operate reliably and on schedule; our residential developments provide safe and secure living environments; and our healthcare supplies the best precision-medicine for health diagnostics — all of which enhance the quality of life for the community and strengthen our reputation as a trusted contributor to urban life. The Group also actively organises diverse community programmes and promotes ESG and sustainable development initiatives, including youth education, employer-employee engagement, social harmony, and charitable campaigns, fostering close engagement with the public and leaving a lasting and meaningful impression.

Ultimately, public recognition of the Group's competence and contributions comes through direct experience with our landmark projects and reliable services. Our long-standing commitment to excellence has earned the trust of our clients, a key driver behind the Group's ability to consistently secure long-term business contracts.

We are recognised as one of the contractors with the lowest accident rates in the construction industry. Over the years, we have maintained a stable portfolio of government infrastructure contracts and established long-term, collaborative relationships with joint venture partners. Project progress and capital flows have always been smooth, with no unreasonable delays. Across the entire project and service delivery chain, stakeholders and our employees work closely together in an environment of mutual trust and support.

As such, beyond our strengths in technology and service standards, the Group remains confident in its continued transformation and future development.

業務回顧 *(續)*

品牌形象 *(續)*

而強大的品牌效應必須來自廣闊的羣體和深刻的認知，建立良好印象，我們歷年的技術和服務能力都能夠令客戶和社會大眾親身體驗得到，感到滿足、為香港本地的能力感到自豪。

我們的技術和服務的領先不僅僅限於理論，而是真真正正的應用，不論高山、平地、海底、水面的建造技術都可以完成，讓地方四通八達，經濟發展蓬勃、昌盛繁榮；巴士服務準時接送；物業住客安居無憂；身體檢查精準無誤，為客戶和人民生活質素提升，都市生活中建立良好的供應者的美譽。集團亦積極主辦多元化的地區主題，提倡ESG可持續發展的項目，青年教育、僱主與僱員關係、社區和諧、以及慈善活動、密切接觸市民，讓大家親身體驗，深入民心。

最後，就是社會透過親身體驗我們宏偉的工程、忠誠的服務，對我們的能力和貢獻的認同，我們一直的堅持和努力都獲得客戶的信任，而信任便是最佳證明我們長期贏得業務合約的持續性評估。

我們是建築行業內工程意外率最低的建築商之一，多年來政府的基建工程保持穩定的合約總額，合營商也建立長期緊密的合作關係，工程的進度和資金流都沒有發生無理的拖延，整個工程和服務鏈上的持份者和全體員工互相支持和信任，合作無間。

因此，本集團不單倚賴以上的高技術和服務標準力爭上游之外，我們對未來轉型發展充滿信心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW *(Continued)*

Brand Image *(Continued)*

In light of the above, we will actively ride on the new era of technology to drive the adoption of innovative solutions. This includes enhancing our capabilities in financial management, design and planning, construction and quality control, as well as the implementation of smart services. Through these efforts, we aim to maintain our long-term leadership in technology, service, and management capability.

We will also adopt efficient communication channels to continuously strengthen our brand image and build trust with customers, the government, partners, and target audiences. As Xia Baolong, Director of Hong Kong and Macao Work Office of CPC Central Committee and Hong Kong and Macao Affairs Office of State Council, recently encouraged during his visit to Hong Kong, local enterprises should strive to grow bigger and stronger. We are fully committed and passionate about realising this vision and goal.

Construction

The construction segment, which operates under the renowned “Chun Wo” brand, generated HK\$7.88 billion (2024: HK\$7.89 billion) in revenue for the Year. The segment profit amounted to HK\$52.4 million (2024: HK\$306.2 million). As at the end of the financial year, the Group held an aggregated contract sum of HK\$35.46 billion (2024: HK\$33.67 billion), of which HK\$20.40 billion (2024: HK\$21.04 billion) being the outstanding ongoing contracts.

The Group was able to secure 17 new projects, with total contract value HK\$6.2 billion during the Year, including (among others) two major public works contracts related to the Northern Metropolis Development, such as Kwu Tung North New Development Area, Remaining Phase: Improvement Works of Tai Tau Leng Roundabout and Po Shek Wu Road and Associated Works; Hung Shui Kiu/Ha Tsuen New Development Area Second Phase Development — Contract 2 — Fresh Water Service Reservoir and Associated Mainlaying Works by the Civil Engineering and Development Department; Construction and Rehabilitation of Sewage Rising Mains in Southern District; Drainage Improvement Works in Kowloon City by the Drainage Services Department; Proposed New Headquarters and Youth Hostel at Kowloon Inland Lot No. 11128 for The Hong Kong Girl Guides Association.

業務回顧 *(續)*

品牌形象 *(續)*

有見及此，我們將藉着新科技的年代積極推動新科技的應用，包括提升財政管理的能力、設計和規劃、施工和完工的質量審核管理、以及智能服務的實施等等，長期保持技術、服務、和管理能力的領先優勢。

我們也會採用高效的溝通渠道，不斷強化和客戶、政府、合作夥伴、目標羣體建立深入民心的品牌形象和信任。正如中央港澳工作辦公室主任、國務院港澳事務辦公室主任夏寶龍最近訪港時鼓勵香港企業要用心做大做強，我們都充滿熱誠，努力達成這個理想和目標。

建築

以「俊和」品牌營運的建築業務於本年度錄得營業額 7,880,000,000 港元（2024 年：7,890,000,000 港元），分部利潤為 52,400,000 港元（2024 年：306,200,000 港元）。截至財政年度結束，集團持有的合約總額達 35,460,000,000 港元（2024 年：33,670,000,000 港元），其中未完成合約額為 20,400,000,000 港元（2024 年：21,040,000,000 港元）。

年內，集團成功取得 17 個新項目，總合約價值 6,200,000,000 港元，其中包括兩項與「北部都會區」發展相關的大型政府工程合約，如：土木工程拓展署的古洞北新發展區餘下階段 — 大頭嶺迴旋處及寶石湖路改善工程及相關工程、洪水橋／廈村新發展區第二期發展 — 合約二 — 食水配水庫及相關敷設水管工程；渠務署的建造及修復南區污水管、九龍城雨水排放系統改善工程合約；以及九龍區內地段第 11128 號的香港女童軍總會新總部及青年宿舍。

BUSINESS REVIEW *(Continued)*

Construction *(Continued)*

There were a total of 49 projects in progress as at 31 March 2025, including Demolition, Foundation, Superstructure and Associated Works Contract for Redevelopment of Kwong Wah Hospital (Phase 2); In-situ Reprovisioning of Sha Tin Water Treatment Works (South Works) — Administration Building; Development of Anderson Road Quarry Site — Road Improvement Works and Pedestrian Connectivity Facilities Works Phase 2A; Development of Lok Ma Chau Loop: Main Works Package 1 — Contract 1 Site Formation and Infrastructure Works inside Lok Ma Chau Loop and Western Connection Road Phase 1; Fanling North New Development Area, Phase 1: Fanling Bypass Eastern Section (Shek Wu San Tsuen North to Lung Yeuk Tau) and Relocation of Diamond Hill Fresh Water and Salt Water Service Reservoirs to Caverns.

The Group has also completed 13 projects during the Year, including Site Formation and Infrastructure Works for Development of Anderson Road Quarry Site; Shek Wu Hui Effluent Polishing Plant — Main Works Stage 1 — Civil Works for Sewage Treatment Facilities; Shek Wu Hui Effluent Polishing Plant — Main Works Stage 1 — Civil Works for Sludge Treatment Facilities and 132kV Primary Substation.

To mitigate risks in the private sector, the Group significantly reduced its undertaking of private contracts several years ago. Currently, the majority of contracts are secured from public sector clients. In light of the above, management decided to expand the civil engineering division from three to four business units in anticipation of rising demand for infrastructure projects. Despite market challenges, the construction industry in Hong Kong continues to demonstrate resilience, underpinned by sustained government investment in infrastructure development and sustainable building projects.

業務回顧 *(續)*

建築 *(續)*

截至2025年3月31日，集團共有49個進行中的項目，包括廣華醫院重建計劃(第二期)的拆卸、地基、上蓋建築及相關工程合約、沙田濾水廠原地重置工程(南廠) — 行政大樓、安達臣道石礦場用地發展 — 道路改善工程及行人連繫設施工程第二期甲、落馬洲河套地區發展：第一期主體工程 — 合約一落馬洲河套地區工地平整和基礎設施工程及西面連接道路第一期、粉嶺北新發展區第一階段：粉嶺繞道東段(石湖新村北至龍躍頭)，以及搬遷鑽石山食水及海水配水庫往岩洞。

年內，集團已完成13個項目，包括安達臣道石礦場用地發展的土地平整及基礎建設工程、石湖墟淨水設施 — 主體工程第一階段 — 污水處理設施的土木工程；以及石湖墟淨水設施 — 主體工程第一階段 — 污泥處理設施及132kV主變電站的土木工程。

為應對私營市場風險，集團早於數年前已大幅減少承接私營合約，現時大部分合約均來自公營部門。有見及此，管理層決定將土木工程建築部門由3個業務單位擴展至4個，以應對未來基建項目增加的需求。儘管面臨挑戰，香港建造業仍展現韌性，主要得益於政府對基礎設施發展及可持續建築項目的持續投資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Major Projects Completed in the Year

業務回顧 (續)

於本年度竣工之主要項目

Project Name	Contract Sum* (HK\$ million)
項目名稱	合約金額* (百萬港元)
Building Construction Works 樓宇建築工程	
1 Construction of a 30-classroom Primary School at Site KT2c, Development at Anderson Road, Kwun Tong 觀塘安達臣道發展區(地盤KT2c)一所設有30間課室的小學建造工程	271

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。



Construction of a 30-classroom Primary School at Site KT2c, Development at Anderson Road, Kwun Tong
觀塘安達臣道發展區(地盤KT2c)
一所設有30間課室的小學建造工程

BUILDING CONSTRUCTION WORKS

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Major Projects Completed in the Year (Continued)

業務回顧 (續)

於本年度竣工之主要項目 (續)

Project Name		Contract Sum* (HK\$ million)
項目名稱		合約金額* (百萬港元)
Civil Engineering Works 土木工程		
2	Site Formation and Infrastructure Works for Development of Anderson Road Quarry Site 安達臣道石礦場用地發展的土地平整及基礎建設工程	2,668
3	Shek Wu Hui Effluent Polishing Plant — Main Works Stage 1 — Civil Works for Sewage Treatment Facilities 石湖墟淨水設施 — 主體工程第一階段 — 污水處理設施的土木工程	689
4	Shek Wu Hui Effluent Polishing Plant — Main Works Stage 1 — Civil Works for Sludge Treatment Facilities and 132kV Primary Substation 石湖墟淨水設施 — 主體工程第一階段 — 污泥處理設施及132kV主變電站的土木工程	629
Foundation Works 地基工程		
5	Design & Construction of Public Housing Development at Kwu Tung North Area 19, Phase 2 古洞北第19區第二期公營房屋發展計劃的設計和建築工程	—
Maintenance & Minor Works 維修保養及小型工程		
6	Term Contract for the Alterations, Additions, Maintenance & Repair of Buildings & Lands & Other Properties for which the Architectural Services Department (Property Services Branch) is Responsible (Designated Contract Area: Wan Chai (South) & Wan Chai (North)) 為建築署(物業事務處)負責的建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約(合約指定區：灣仔(南)及灣仔(北))	722
7	Term Contract for the Alterations, Additions, Maintenance & Repair of Buildings & Lands & Other Properties for which the Architectural Services Department (Property Services Branch) is Responsible (Designated Contract Area: Tai Po, North District & Outlying Islands (North)) 為建築署(物業事務處)負責的建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約(合約指定區：大埔、北區及離島(北))	719
8	Term Contract for Risk-Based Improvement of Water Mains — New Territories West 新界西風險為本水管改善定期合約	535
9	Construction of Kwai Chung Park 葵涌公園的建造工程	197

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



Shek Wu Hui Effluent Polishing Plant — Main Works Stage 1
— Civil Works for Sewage Treatment Facilities
石湖墟淨水設施 — 主體工程第一階段 — 污水處理設施的土木工程

CIVIL ENGINEERING WORKS



Shek Wu Hui Effluent Polishing Plant —
Main Works Stage 1 — Civil Works for
Sludge Treatment Facilities and 132kV Primary Substation
石湖墟淨水設施 — 主體工程第一階段 — 污泥處理設施及
132kV 主變電站的土木工程

CIVIL ENGINEERING WORKS

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Major Projects in Progress at the End of the Year

業務回顧 (續)

於本年度結束時在建的主要工程

Project Name	Contract Sum* (HK\$ million)
項目名稱	合約金額* (百萬港元)
Building Construction Works 樓宇建築工程	
1 Demolition, Foundation, Superstructure and Associated Works Contract For Redevelopment of Kwong Wah Hospital (Phase 2) 廣華醫院重建計劃(第二期)的拆除、地基、上蓋建築及相關工程合約	7,388
2 Construction of Public Housing Development at Hiu Ming Street 曉明街公營房屋發展計劃之建造工程	1,330
3 In-situ Reprovisioning of Sha Tin Water Treatment Works (South Works) — Administration Building 沙田濾水廠原地重置工程(南廠) — 行政大樓	509
4 Construction of a 30-classroom Primary School and a 6-classroom Kindergarten at Site E-1, Development of Anderson Road Quarry Site, Sai Kung 西貢安達臣道石礦場用地發展(地盤E-1)一所設有30間課室的小學及一所設有6間課室的幼稚園建造工程	396
5 Construction of a 30-classroom Primary School at Site KT2a, Development at Anderson Road, Kwun Tong 觀塘安達臣道發展區(地盤KT2a)一所設有30間課室的小學建造工程	321
6 Main Contract Works for 250-Place Student Hostel at United Campus for The Chinese University of Hong Kong 香港中文大學 — 250宿位聯合書院學生宿舍建造工程	—

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。



Demolition, Foundation, Superstructure and Associated Works Contract For Redevelopment of Kwong Wah Hospital (Phase 2)
廣華醫院重建計劃(第二期)的拆除、地基、上蓋建築及相關工程合約

BUILDING CONSTRUCTION WORKS



Construction of Public Housing Development at Hiu Ming Street
曉明街公營房屋發展計劃之建造工程

BUILDING CONSTRUCTION WORKS

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Major Projects in Progress at the End of the Year (Continued)

業務回顧 (續)

於本年度結束時在建的主要工程 (續)

Project Name 項目名稱		Contract Sum* (HK\$ million) 合約金額* (百萬港元)
Civil Engineering Works 土木工程		
7	In-situ Reprovisioning of Sha Tin Water Treatment Works (South Works) — Water Treatment Works and Ancillary Facilities 沙田濾水廠原地重置工程(南廠) — 濾水廠及附屬設施	2,999
8	Development of Lok Ma Chau Loop: Main Works Package 1 — Contract 1 Site Formation and Infrastructure Works inside Lok Ma Chau Loop and Western Connection Road Phase 1 落馬洲河套地區發展：第一期主體工程 — 合約一落馬洲河套地區工地平整和基礎設施工程及西面連接道路第一期	2,403
9	Fanling North New Development Area, Phase 1: Fanling Bypass Eastern Section (Shek Wu San Tsuen North to Lung Yeuk Tau) 粉嶺北新發展區第一階段：粉嶺繞道東段(石湖新村北至龍躍頭)	1,690
10	Relocation of Diamond Hill Fresh Water and Salt Water Service Reservoirs to Caverns 搬遷鑽石山食水及海水配水庫往岩洞	1,651
11	Development of Anderson Road Quarry Site — Road Improvement Works and Pedestrian Connectivity Facilities Works Phase 2A 安達臣道石礦場用地發展 — 道路改善工程及行人連繫設施工程第二期甲	853
12	Construction of Lung Tsun Stone Bridge Preservation Corridor at Kai Tak 啟德龍津石橋保育長廊建造工程	570
13	Drainage Improvement Works in Tsim Sha Tsui 尖沙咀雨水排放系統改善工程	520
14	Construction of San Shek Wan Sewage Treatment Works, Associated Submarine Outfall and Pui O Sewerage Works 磡石灣污水處理廠、相關海底排放管及貝澳污水收集系統建造工程	482
15	Sau Nga Road Stormwater Storage Scheme 秀雅道地下蓄洪計劃	467
16	Kwu Tung North New Development Area, Phase 1 — Roads and Drainage between Kwu Tung North New Development Area and Shek Wu Hui 古洞北新發展區第一階段 — 古洞北新發展區至石湖墟的道路和渠務工程	451
17	Improvement Works at Mui Wo, Phase 2 Stage 2 梅窩改善工程第2期第2階段	451
18	Construction of Trunk Sewage Rising Main in Cheung Sha Wan 長沙灣污水主幹泵喉建造工程	353
19	Retrofitting of Noise Barriers on Po Lam Road North and Po Ning Road 寶琳路北及寶寧路隔音屏障工程	350

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Major Projects in Progress at the End of the Year

(Continued)

業務回顧 (續)

於本年度結束時在建的主要工程 (續)

Project Name		Contract Sum* (HK\$ million)
項目名稱		合約金額* (百萬港元)
20	Upgrading of Pui O Raw Water Pumping Station and Pui O No. 2 Raw Water Pumping Station and Laying of Raw Water Mains along South Lantau Road 提升貝澳原水抽水站及貝澳二號原水抽水站及沿嶼南道敷設原水水管	343
21	Development of Lok Ma Chau Loop: Main Works Package 1 — Contract 3 — Direct Road Link Phase 2 落馬洲河套地區發展：第一期主體工程 — 合約三 — 直接道路第二期	304
22	Lift and Pedestrian Walkway System between Pik Wan Road and Lei Yue Mun Road, Yau Tong 油塘碧雲道至鯉魚門道升降機及行人通道系統	263
23	Site Formation and Foundation Works for Campus Expansion at Ho Man Tin Slope for the Hong Kong Polytechnic University 香港理工大學何文田斜坡校園擴建的地盤平整及地基工程	—
24	Main Contract of Penfold Park Enhancement Project of The Hong Kong Jockey Club 香港賽馬會彭福公園改善計劃主工程合約	—

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。



In-situ Reprovisioning of Sha Tin Water Treatment Works
(South Works) — Administration Building
沙田濾水廠原地重置工程 (南廠) — 行政大樓

BUILDING CONSTRUCTION WORKS



Construction of a 30-classroom Primary School and a 6-classroom Kindergarten at Site E-1, Development of Anderson Road Quarry Site, Sai Kung
 西貢安達臣道石礦場用地發展(地盤E-1)一所設有30間課室的小學及一所設有6間課室的幼稚園建造工程

BUILDING CONSTRUCTION WORKS



Construction of a 30-classroom Primary School at Site KT2a, Development at Anderson Road, Kwun Tong
 觀塘安達臣道發展區(地盤KT2a)一所設有30間課室的小學建造工程

BUILDING CONSTRUCTION WORKS



Main Contract Works for 250-Place Student Hostel at United Campus for The Chinese University of Hong Kong
香港中文大學 — 250 宿位聯合書院學生宿舍建造工程

BUILDING CONSTRUCTION WORKS



In-situ Reprovisioning of Sha Tin Water Treatment Works (South Works) — Water Treatment Works and Ancillary Facilities
沙田濾水廠原地重置工程(南廠) — 濾水廠及附屬設施

CIVIL ENGINEERING WORKS



Development of Lok Ma Chau Loop: Main Works Package 1
— Contract 1 Site Formation and Infrastructure Works inside
Lok Ma Chau Loop and Western Connection Road Phase 1
 落馬洲河套地區發展：第一期主體工程—合約一落馬洲河套地區工地
 平整和基礎設施工程及西面連接道路第一期

CIVIL ENGINEERING WORKS



Fanling North New Development Area, Phase 1:
Fanling Bypass Eastern Section
(Shek Wu San Tsuen North to Lung Yeuk Tau)
 粉嶺北新發展區第一階段：粉嶺繞道東段（石湖新村北至龍躍頭）

CIVIL ENGINEERING WORKS



Relocation of Diamond Hill Fresh Water and Salt Water Service Reservoirs to Caverns
搬遷鑽石山食水及海水配水庫往岩洞

CIVIL ENGINEERING WORKS



Development of Anderson Road Quarry Site — Road Improvement Works and Pedestrian Connectivity Facilities Works Phase 2A
安達臣道石礦場用地發展 — 道路改善工程及行人連繫設施工程第二期甲

CIVIL ENGINEERING WORKS



Drainage Improvement Works in Tsim Sha Tsui
尖沙咀雨水排放系統改善工程

CIVIL ENGINEERING WORKS



Construction of San Shek Wan Sewage Treatment Works,
Associated Submarine Outfall and Pui O Sewerage Works
磡石灣污水處理廠、相關海底排放管及貝澳污水收集系統建造工程

CIVIL ENGINEERING WORKS



Sau Nga Road Stormwater Storage Scheme
秀雅道地下蓄洪計劃

CIVIL ENGINEERING WORKS



Kwu Tung North New Development Area, Phase 1 — Roads and Drainage between Kwu Tung North New Development Area and Shek Wu Hui

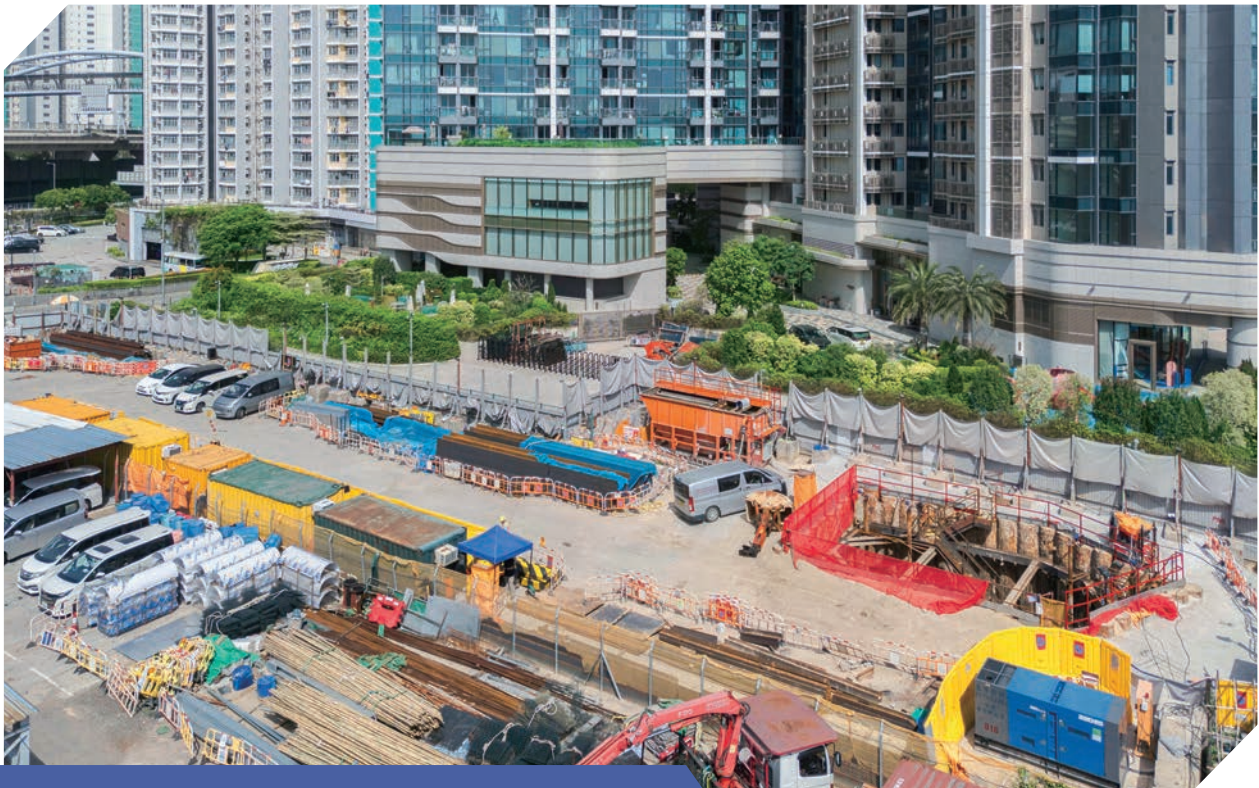
古洞北新發展區第一階段 — 古洞北新發展區至石湖墟的道路和渠務工程

CIVIL ENGINEERING WORKS



Improvement Works at Mui Wo, Phase 2 Stage 2
梅窩改善工程第2期第2階段

CIVIL ENGINEERING WORKS



Construction of Trunk Sewage Rising Main in Cheung Sha Wan
長沙灣污水主幹泵喉建造工程

CIVIL ENGINEERING WORKS



Retrofitting of Noise Barriers on
Po Lam Road North and Po Ning Road
寶琳路北及寶寧路隔音屏障工程

CIVIL ENGINEERING WORKS



Upgrading of Pui O Raw Water Pumping Station and Pui O
No. 2 Raw Water Pumping Station and Laying of
Raw Water Mains along South Lantau Road
提升貝澳原水抽水站及貝澳二號原水抽水站及沿嶼南道敷設原水水管

CIVIL ENGINEERING WORKS



**Development of Lok Ma Chau Loop: Main Works Package 1 —
Contract 3 — Direct Road Link Phase 2**
落馬洲河套地區發展：第一期主體工程 — 合約三 — 直接道路第二期

CIVIL ENGINEERING WORKS



**Site Formation and Foundation Works for Campus Expansion at
Ho Man Tin Slope for the Hong Kong Polytechnic University**
香港理工大學何文田斜坡校園擴建的地盤平整及地基工程

CIVIL ENGINEERING WORKS

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Major Projects in Progress at the End of the Year (Continued)

業務回顧 (續)

於本年度結束時在建的主要工程 (續)

Project Name 項目名稱		Contract Sum* (HK\$ million) 合約金額* (百萬港元)
Electrical & Mechanical Works 機電工程		
25	Electrical Installation for Construction of Public Housing Development at Hang Tai Road, Ma On Shan Area 86B Phase 2 馬鞍山第86B區恆泰路第二期公營房屋發展計劃建築工程的電力裝置工程	108
26	Electrical Installation for Construction of Public Housing Development at Tung Chung Area 109 and Demolition for Sui Fai Factory Estate, Kwai On Factory Estate and Wang Cheong Factory Estate with Decontamination Works 東涌第109區公營房屋發展計劃建築工程的電力安裝工程，以及穗輝工廠大廈、葵安工廠大廈和宏昌工廠大廈的拆卸及除污工程	101
27	Replacement of Tunnel Lighting System at Eastern Harbour Crossing 更換東區海底隧道的照明系統	81
Maintenance & Minor Works 維修保養及小型工程		
28	Term Contract for the Alterations, Additions, Maintenance and Repair of Aided Schools, Buildings and Lands and Other Properties for the which the Education Bureau is Responsible (Designated Contract Area: Sham Shui Po, Tsuen Wan and Kwai Tsing) 為合約指定區(深水埗、荃灣及葵青)內由教育局負責的津貼學校、建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約	847
29	Term Contract for the Alterations, Additions, Maintenance and Repair of Aided Schools, Buildings and Lands and Others Properties for the which the Education Bureau is Responsible (Designated Contract Area: Yau Tsim Mong, Kowloon City and Islands) 為合約指定區(油尖旺、九龍城及離島)內由教育局負責的津貼學校、建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約	613
30	Term Contract for the Maintenance of Slopes for which the Architectural Services Department (Property Services Branch) is Responsible (Designated Contract Area: Hong Kong Island and Outlying Islands (South)) 為建築署(物業事務處)負責的斜坡進行保養工程的定期合約(合約指定區：港島及離島(南))	233
31	Construction of Open Space at Eastern Street North, Sai Ying Pun 西營盤東邊街北休憩用地建造工程	197

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

New Major Projects Awarded in the Year

業務回顧 (續)

於本年度新承接的主要項目

Project Name 項目名稱	Contract Sum* (HK\$ million) 合約金額* (百萬港元)
Building Construction Works 樓宇建築工程	
1 Proposed New Headquarters and Youth Hostel at Kowloon Inland Lot No. 11128 for The Hong Kong Girl Guides Association 九龍區內地段第11128號的香港女童軍總會新總部及青年宿舍	—
Civil Engineering Works 土木工程	
2 Hung Shui Kiu/Ha Tsuen New Development Area Second Phase Development — Contract 2 — Fresh Water Service Reservoir and Associated Mainlaying Works 洪水橋／廈村新發展區第二期發展 — 合約二 — 食水配水庫及相關敷設水管工程	1,539
3 Kwu Tung North New Development Area, Remaining Phase: Improvement Works of Tai Tau Leng Roundabout and Po Shek Wu Road and Associated Works 古洞北新發展區餘下階段 — 大頭嶺迴旋處及寶石湖路改善工程及相關工程	1,080
4 Drainage Improvement Works in Kowloon City 九龍城雨水排放系統改善工程合約	1,023
5 Construction and Rehabilitation of Sewage Rising Mains in Southern District 建造及修復南區污水管	630

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。



Proposed New Headquarters and Youth Hostel at Kowloon Inland Lot No. 11128 for The Hong Kong Girl Guides Association
九龍區內地段第11128號的香港女童軍總會新總部及青年宿舍

BUILDING CONSTRUCTION WORKS



Hung Shui Kiu/Ha Tsuen New Development Area Second Phase Development — Contract 2 — Fresh Water Service Reservoir and Associated Mainlaying Works

洪水橋／廈村新發展區第二期發展 — 合約二
— 食水配水庫及相關敷設水管工程

CIVIL ENGINEERING WORKS



Drainage Improvement Works in Kowloon City
九龍城雨水排放系統改善工程合約

CIVIL ENGINEERING WORKS

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

New Major Projects Awarded in the Year (Continued)

業務回顧 (續)

於本年度新承接的主要項目 (續)

Project Name 項目名稱		Contract Sum* (HK\$ million) 合約金額* (百萬港元)
Foundation Works 地基工程		
6	Foundation for Public Housing Development at Tung Chung Area 23 Phase 1 東涌第23區第一期公營房屋發展計劃的地基工程	98
Electrical & Mechanical Works 機電工程		
7	Electrical Installation for Construction of Public Housing Development at Wang Chau Site B, Yuen Long 元朗橫洲B號地盤工程公營房屋發展計劃的電力安裝工程	—
Maintenance & Minor Works 維修保養及小型工程		
8	Hospital Authority Term Contract for Minor Works 2024 (HA-TMC-044) for Hong Kong West Cluster 醫院管理局港島西聯網小型工程定期保養合約2024 (HA-TMC-044)	—
9	Term Contract for the Alterations, Additions, Maintenance and Repair of Buildings and Lands and Other Properties for which the Architectural Services Department (Property Services Branch) is Responsible (Designated Contract Area: Tai Po, North District and Outlying Islands (North)) 為建築署(物業事務處)負責的建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約(合約指定區：大埔、北區及離島(北))	—
10	Term Contract for the Alterations, Additions, Maintenance and Repair of Buildings and Lands and Other Properties for which the Architectural Services Department (Property Services Branch) is Responsible (Designated Contract Area: Wan Chai (South) and Wan Chai (North)) 為建築署(物業事務處)負責的建築物、土地及其他物業進行改建、加建、保養及維修工程的定期合約(合約指定區：灣仔(南)及灣仔(北))	—
11	Maintenance, Improvement and Refurbishment Works for Buildings, Hydraulic Systems at T1 and Associated Buildings 香港國際機場1號客運大樓及相關建築物的建築項目及水管系統的保養、維修、改善及翻新工程	—

* Disclosure of contract sum depends on nature of each project and it does not reflect the attributable contract value.
合約金額按各項目性質所披露，且並不反映其應佔合約價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Property Development and Assets Leasing

In the 2024/25 financial year, the segment delivered stable performance in the property development and asset leasing sector during the Year. However, the macro-economic environment was affected by multiple challenges — including uncertain international trade, inflationary pressures, and geopolitical instability. With GDP growth forecasts remaining modest, declining in private consumption, and a sluggish commercial property market, the segment adopted a prudent and cautious operating strategy. This included pausing new land acquisitions, concentrating resources on cash flow generating projects, and supporting the financial stability of key business partners.

Key Project Performance

- **128 Waterloo, Ho Man Tin:** This high-end residential project delivered an outstanding performance. As of the end of the financial year, approximately 80% of units was sold, reflecting a sustained demand for premium housing.
- **SOYO, Mong Kok:** Located in the heart of Kowloon, the project benefits from its prime location value and excellent connectivity to a full range of leisure, cultural, and entertainment amenities. Since its launch, sales have been strong with approximately 70% of units sold. The project was delivered on schedule in the third quarter 2024 and contributed positive cash flow to the Group.
- **437–447 Castle Peak Road, Cheung Sha Wan:** This redevelopment project is progressing smoothly and is scheduled for completion in the third quarter 2025.

The Group maintains rigorous financial risk controls. All of the above are joint venture projects in which the Group holds only 40% interest.

業務回顧 (續)

物業發展及資產租賃

在2024/25財政年度，本分部於本年度在地產發展及資產租賃方面維持穩健表現。然而，經濟環境面臨多重挑戰，包括貿易戰、通脹壓力及地緣政治不確定性等宏觀前景，以及未來GDP預測僅增長一般，私人消費下降，商業地產市場疲弱。有見及此，本分部採取穩健而謹慎的經營策略，暫緩新增土地收購，集中資源於現金流穩定的項目，同時保持相關經營夥伴的資金鏈正常運作。

重點項目表現

- **何文田的128 Waterloo** 高端住宅項目表現尤為突出。截至本財政年度末，透過本分部各部門的同事通力合作，已售出單位約80%，可見優質單位仍然有需求。
- **位於旺角的SOYO** 項目，座落於九龍市中心黃金核心地段，薈萃市區多元便捷優勢，盡享休閒、文化、娛樂配套齊全之利，故此項目推出至今銷售成績理想，已售出單位約70%。項目於2024年第三季度如期交付，並為集團帶來現金流增長。
- **長沙灣青山道437–447號** 的重建項目進展順利，該項目預計於2025年第三季完工。

集團的財政管控風險嚴謹，以上全部都是合營項目，本集團只佔40%權益。

BUSINESS REVIEW (Continued)

Professional Services

This segment covers security and property management services for both public and private developments, as well as tunnel operations, clubhouse management, and other facility-related management services. It consists of two subsidiaries under the Group:

1. City Services Group Limited (City)
2. Modern Living Investments Holdings Limited

In 2024, the Group made an investment in Modern Living. Overall, the segment's performance during the Year reflected the benefits of the collaboration, with total revenue reaching HK\$1.13 billion, representing a 32% year-on-year increase. Segment results contributed HK\$15.6 million, reflecting steady business growth.

Customer Network and Business Expansion

This segment remains customer-centric and is committed to delivering high-quality services.

Under the public housing property management, the Group currently oversees 17 public rental housing estates and 7 Home Ownership Scheme estates, covering more than 60,000 units. With the government's plan to build approximately 360,000 public housing units by 2032/33, there remains substantial room for further expansion. Our private client portfolio spans several key sectors, including long-term partnerships with the Hong Kong Jockey Club, the Hong Kong University of Science and Technology, and various large-scale residential developments — all of which contribute stable cash flows. During the Year, we successfully renewed major contracts with Hong Kong Baptist University, The Wai, and Festival City. We also secured new professional service contracts for residential projects such as Harbour Green, Wings at Sea, and MALIBU, further expanding our market share.

By combining the advantages and expertise of both subsidiaries, the Group has achieved strategic success and enhanced its overall market presence.

業務回顧 (續)

專業服務

本分部的業務範圍包括公私營物業的保安及管理服務、隧道管理、會所及其他設施管理服務，由集團旗下兩間分公司組成：

1. 城市服務集團有限公司(城市)
2. 雅居投資控股有限公司

本集團於2024年投資雅居，整體而言本事業分部於本年度的業績反映了併合的效益，總營業額達到1,130,000,000港元，同比增長32%，業績貢獻為15,600,000港元，實現了業務的穩健增長。

客戶網路與業務拓展

本分部始終以客戶為中心，致力於提供高品質的服務。

公營物業管理方面包括17個公共屋村和7個居屋屋苑，約6萬多個單位。據政府規劃在2032/33年前興建約36萬個公營房屋單位，仍然存在非常廣闊的拓展空間。我們的私營客戶組合涵蓋多個重要領域，包括香港賽馬會、香港科技大學以及多個大型住宅項目，這些長期合作夥伴為我們貢獻了穩定的現金流。同時我們在本年度成功續約了香港浸會大學、圍方及名城等重點專案、新增了君匯港、晉海及MALIBU等住宅專案的專業服務合約，進一步擴大了市場份額。

集團結合兩者的優勢和專長，提升綜合的市場力量，而取得策略性的成功。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Professional Services (Continued)

Technological Innovation and Smart Upgrades

Our investment in artificial intelligence and Internet of Things (IoT) solutions has laid a solid foundation for managing future large-scale infrastructure projects. This business segment is actively embracing digital transformation. We have launched a self-developed mobile application that integrates with smart system upgrades to streamline workflows, significantly enhancing work order processing efficiency while effectively controlling operational costs.

ESG Commitment and Sustainability

Environment, Social, and Governance (ESG) are the key elements of this segment's strategy. Since 2021, we have actively implemented sustainability measures and achieved significant results. In 2024, we received the Hong Kong Environmental Excellence Award — Merit Award and the Outstanding Promotion Partner Award, a demonstration of our efforts in environmental protection and social responsibility. We have also set clear annual emission reduction targets. Additionally, we value the importance of employee development, with an average training time of 18 hours per year, providing strong support for the team's professional growth.

Non-Franchised Bus Services

The non-franchised bus services segment is operated by Chun Wo Bus Services Limited ("Chun Wo Bus"). The profit for the Year was recorded at HK\$6.7 million (2024: HK\$5.4 million). It has maintained a steadily growth rate of 24%.

Despite continued pressure from high interest rates during the Year, the Group maintained a strong and diversified client portfolio, including several well-known institutions, schools, and property management companies. We remained committed to delivering the best possible services to the community.

Meanwhile, the number of Mainland and international visitors to Hong Kong gradually returned to pre-pandemic levels, reaching 45 million in 2024, a 31% year-on-year increase. As expectations for tour bus service quality continued to rise, Chun Wo Bus consistently met customer needs through its longstanding reputation for reliable and high-quality service.

業務回顧 (續)

專業服務 (續)

科技創新與智慧化升級

此外，我們在人工智慧和物聯網解決方案上的投入為未來大型基建專案的管理奠定了堅實基礎。本業務分部積極擁抱數位化轉型。我們推出了自主研发的手機應用程式，通過智慧化系統升級優化工作流程，顯著提升了工單處理效率，同時有效控制了運營成本。

ESG 承諾與可持續發展

環境、社會及管治(ESG)是本分部發展戰略的核心組成部分。自2021年起，我們便積極推行可持續發展措施，並取得了顯著成果。2024年，我們榮獲香港環境卓越大獎——優異獎及傑出推廣夥伴嘉許，充分體現了我們在環境保護和社會責任方面的努力，並制定了明確的年度減排目標。同時，我們注重員工發展，人均培訓時數達到18小時／年，為團隊的專業成長提供了堅實支援。

非專營巴士服務

本分部由俊和巴士服務有限公司(「俊和巴士」)經營的非專營巴士服務，於本年度錄得溢利為6,700,000港元(2024年：5,400,000港元)，增幅達24%，保持穩健增長。

儘管本年度仍內受利息高企影響，本集團依舊維持良好的客戶組合，包括多間知名機構、學校及物業管理公司，努力為社區服務作出最佳貢獻。

同期，內地及海外訪港旅客逐漸回復疫情前的數目水平，2024年達到4,500萬人次，同比增加31%，對旅遊巴士服務質素的期望與日俱增，俊和巴士憑藉長期優質服務的美譽，持續充份地滿足客戶的需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (Continued)

Medical Technology and Healthcare

The Medical Technology and Healthcare segment is a wholly owned Hong Kong- registered company under the AAI Group, Hong Kong Cyclotron Laboratories Limited (“HKCL”). It specialises in the production of positron emission tomography (“PET”) radiopharmaceuticals and operates one of the largest distribution networks for PET radiopharmaceutical in Hong Kong.

In the current financial Year, HKCL achieved 16% revenue growth, with revenue reaching HK\$45.9 million (2024: HK\$39.6 million). This growth was primarily driven by the segment’s high-quality products and services, which continue to earn the trust of several prestigious clients, including the Hong Kong Hospital Authority, The Chinese University of Hong Kong Medical Centre, and various medical imaging centres. Key products such as fluorodeoxyglucose (FDG) and prostate-specific membrane antigen (PSMA) radiopharmaceuticals have maintained steady demand growth in the market.

Profit remained stable at HK\$11.6 million (2024: HK\$10.6 million), partly due to initial costs associated with new capacity expansion during the Year, while revenue is expected to gradually contribute in the coming year.

Other Business

During the Year, Mattex Asia Development Limited (“Mattex”) continued to extend the digitalisation of the building materials industry. Its online procurement and management platform has significantly enhanced contractors’ purchasing efficiency and cost-effectiveness through optimised intelligent pricing mechanisms and supplier management systems. To build an end-to-end intelligent solution, Mattex launched digital engineering supervision and smart site monitoring systems that enable visible oversight of construction workflows and risk alerts, effectively strengthening project quality control and safety standards.

In terms of vertical integration of the supply chain, the Group strategically acquired Manbond Supply Chain (HK) Company Limited (“Manbond”), thereby improving its industry positioning. Manbond’s wholly owned subsidiary focuses primarily on provision of construction material procurement. This move marks the Group’s formal establishment of a service ecosystem featuring “online procurement collaboration, empowered engineering management, and secured supply chain delivery,” providing comprehensive digital support for all stakeholders in the construction industry chain and consolidating the Group’s differentiated competitive edge in the market.

業務回顧 (續)

醫療科技與健康

醫療科技與健康事業分部屬於本集團全資擁有香港註冊公司Hong Kong Cyclotron Laboratories Limited (「HKCL」)，專門從事正電子放射斷層掃描 (「正電子掃描」) 顯影劑的生產，並於香港營運最大的正電子掃描放射性顯影劑的分銷網絡。

HKCL於本財政年度營業增長16%，營業額為45,900,000港元 (2024年：39,600,000港元)。增長主要由於本分部的優質產品及服務，繼續獲得多個知名客戶信任，包括香港醫院管理局、香港中文大學醫院及多家醫療影像中心。產品方面主要有氟化脫氧葡萄糖 (FDG) 及前列腺特異性膜抗原 (PSMA) 等放射性顯影劑，市場需求保持穩健增長。

溢利保持平穩為11,600,000港元 (2024年：10,600,000港元)，主要有部份新產能擴建的費用在本年度開始產生，營銷部份將於新的年度逐漸投入。

其他業務

本年度，材迅亞洲發展集團有限公司 (「材迅」) 持續深化建材產業數字化，旗下營運的網上建材採購及管理平台通過優化智能比價機制與供應商管理體系，顯著提升承建商採購效率及成本效益。為構建全流程智能化解決方案，材迅推出的數碼工程監督系統及智慧工地監督系統實現施工流程可視化監控與風險預警，有效強化項目品質管控與安全標準。

在供應鏈垂直整合層面，集團通過戰略收購萬邦供應鏈 (香港) 有限公司 (「萬邦」) 完善產業佈局，其全資附屬公司主要從事提供建材採購。此舉標誌集團正式形成「線上採購協同、工程管理賦能、供應鏈交付保障」的服務生態，為建築產業鏈參與者提供端到端數字化支持，鞏固市場差異化競爭優勢。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

The financial position of the Group remained stable during the Year. The Group operates a centralised treasury function to monitor its cash position, cash flow and funding requirements, that mainly relies upon internally generated funds as well as bank borrowings to finance its operations and expansion, which is supplemented by equity funding when it is required.

At 31 March 2025, the total net debts of the Group amounted to approximately HK\$2,088.3 million, representing total debts of approximately HK\$3,331.5 million less total cash and bank balances of approximately HK\$1,243.2 million. The debt maturity profile, based on scheduled repayment dates set out in loan agreements of the Group at 31 March 2025, is analysed as follows:

流動資金及財政資源

於本年度本集團的財務狀況保持平穩。本集團實行集中資金管理以監控其現金狀況、現金流量和資金需求，其業務營運及擴展所需資金主要來自內部資金及銀行借款，在有需要時再輔以發行股份集資。

於2025年3月31日，本集團之淨債務總額約為2,088,300,000港元，即債務總額約3,331,500,000港元減去現金及銀行結餘總額約1,243,200,000港元。根據本集團於2025年3月31日之貸款協議所載之既定還款日期，債項之到期日分析如下：

		As at 31 March 2025 於2025年 3月31日 HK\$ million 百萬港元	As at 31 March 2024 於2024年 3月31日 HK\$ million 百萬港元
Bank borrowings and lease liabilities repayable:	須於下列期間償還之銀行借款及租賃負債承擔：		
Within one year or on demand	一年內或按要求	2,377.8	1,092.0
After one year, but within two years	一年後至兩年內		
– On demand shown under current liabilities	– 列入流動負債作按要求償還之部分	892.4	315.3
– Remaining balances	– 餘額	22.0	1,007.0
After two years, but within five years	兩年後至五年內		
– On demand shown under current liabilities	– 列入流動負債作按要求償還之部分	–	776.4
– Remaining balances	– 餘額	31.3	10.1
Over five years	五年以上	8.0	1.3
Total debts	債務總額	3,331.5	3,202.1

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES (Continued)

The Group has continued to implement a prudent financial management policy, at 31 March 2025, the gearing ratio of the Group, being the proportion of net interest bearing debts to equity attributable to Shareholders, was 0.94 (2024: 0.90).

At 31 March 2025, the Group did not comply with a financial covenant of bank borrowings with outstanding balances of HK\$2,358.3 million and hence the bank borrowings were classified as current liabilities and included in the "Within one year or on demand" and "On demand shown under current liabilities" under "After one year, but within two years" time bands disclosed above. Consent waivers of non-compliance with the financial covenant have been received by the Group subsequent to the reporting period.

To minimise exposure on foreign exchange fluctuations, the Group's bank borrowings and cash balances are primarily denominated in Hong Kong dollars or Renminbi which are the same as the functional currency of the relevant group entities. The Group has no significant exposure to foreign exchange rate fluctuations and shall use derivative contracts to hedge against its exposure to currency risk only when it is required. Furthermore, the Group's bank borrowings have not been hedged by any interest rate financial instruments.

PLEDGE OF ASSETS

Details of the pledge of assets of the Group are set out in Note 31(d) to the financial statements.

CONTINGENT LIABILITIES

Details of the contingent liabilities of the Group are set out in Note 40 to the financial statements.

EMPLOYEE AND REMUNERATION POLICIES

The Group had approximately 7,528 employees as at 31 March 2025. Total remuneration of employees for the Year amounted to approximately HK\$1,980.2 million. Employees are remunerated according to their nature of work and the market trend, with merit-based components incorporated in the annual increment review to reward and motivate individual performance. Employee bonus is distributable based on the performance of the respective divisions and the employees concerned. Moreover, the Group also provides in-house training program and sponsorship for external training courses which are complementary to their job functions.

流動資金及財政資源 (續)

本集團繼續採取保守的財務管理政策，於2025年3月31日，本集團之資本負債比率（即計息債務淨額與股東應佔權益之比率）為0.94（2024年：0.90）。

於2025年3月31日，本集團未能遵守餘額為2,358,300,000港元之銀行貸款的一項財務契約。該銀行借款被分類為流動負債並已計入上文所披露「一年內或按要求」及「一年後至兩年內」的「列入流動負債作按要求償還之部分」。於報告期後，本集團已獲取未能遵守該財務契約之同意豁免。

為盡量減低外匯波動風險，本集團之銀行借款及現金結餘均以港元或人民幣為主，即與相關集團實體之功能貨幣相同。本集團承擔之外匯波動風險不大，並僅於有需要時方會使用衍生合約用作對沖所承擔之貨幣風險。此外，本集團之銀行借款並無採用任何利率金融工具作對沖。

資產抵押

本集團資產抵押之詳情載於財務報表附註31(d)。

或然負債

本集團或然負債之詳情載於財務報表附註40。

僱員及薪酬政策

於2025年3月31日，本集團約有7,528名僱員。本年度之僱員薪酬總額約為1,980,200,000港元。僱員薪酬按其工作性質及市場趨勢釐定，並根據考勤評核按表現釐定每年之增薪金額，以獎勵及激勵個別員工之表現。僱員之花紅乃按個別分部及有關僱員之表現而發放。此外，本集團亦因僱員之工作職務而提供內部培訓計劃及就外間培訓課程提供資助。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEE AND REMUNERATION POLICIES

(Continued)

To provide incentive for employees to achieve performance goals, the Company adopted the restricted share award scheme (the “Share Award Scheme”) on 1 August 2017, pursuant to which the Company may grant to eligible participants restricted shares of the Company, which will align the interests of employees directly to the Shareholders through ownership of shares of the Company. Such grant shares are acquired by the scheme trustee on the market of the Stock Exchange and held upon trust for the benefit of the grantees and shall become vested in the grantees upon satisfaction of specified vesting criteria.

In addition, the Company had also adopted a share option scheme (the “Share Option Scheme”), under which the Directors are authorised to grant share options to the eligible participants to subscribe for shares of the Company for the purpose of, among other things, providing incentives and rewards to, and recognising the contributions of, the eligible participants. The Share Option Scheme is valid and effective for a period of 10 years commencing on 3 September 2012 and expired on 2 September 2022, after which no further share options shall be offered or granted but the share options granted prior to the expiry date shall continue to be valid and excisable in accordance with the provisions of the Share Option Scheme.

OUTLOOK AND PROSPECTS

Construction

Looking ahead to 2025, talent supply is expected to improve. The construction business sector is thus actively assessing employee skill levels and considering the recruitment of more high-caliber professionals to enhance overall competitiveness. Meanwhile the Group is also reviewing its work structure, planning to streamline processes to maintain a lean yet efficient organisational and functional model. Cost control remains a key focus for the construction business sector to reduce overall operating expenses. In line with recent government directives on cost-saving measures, management encourages project teams to propose design or construction solutions that reduce cost. Several ongoing projects have already achieved savings amounting to tens of millions of HK dollars through such initiatives. In the coming year, management will intensify efforts to promote innovative cost-saving approaches, as these represent the most direct means of improving project profitability.

Management recognises the significant increase in construction activity, supported by a robust reserve of infrastructure projects. The HKSAR Government’s commitment to expanding public housing, upgrading existing hospital facilities, and delivering the 20-year “Northern Metropolis” development plan is expected to serve as a new engine of growth for Hong Kong — creating major opportunities for both the construction industry and the Group.

僱員及薪酬政策 (續)

為激勵僱員實現績效，本公司於2017年8月1日採納了受限制股份獎勵計劃（「該股份獎勵計劃」），據此本公司可向合資格參與者授出本公司之受限制股份，讓員工持有本公司股份使員工的利益直接與股東的利益保持一致。該等授出股份乃由計劃受託人於聯交所之市場上購買及為承授人的利益以信託方式持有，並於特定歸屬條件達成後歸屬承授人。

此外，本公司亦已採納購股權計劃（「該購股權計劃」），據此，董事獲授權向合資格參與者授出購股權以認購本公司股份，旨在（其中包括）向合資格參與者提供激勵及獎賞，並肯定其所作之貢獻。該購股權計劃由2012年9月3日起計10年內有效及生效，已於2022年9月2日失效，其後不得進一步要約或授出購股權，惟於失效日期前已授出的購股權將根據該購股權計劃的條文繼續有效及可予行使。

前景及展望

建築

預計2025年人才供應將更為充裕，建築業務正積極審視員工技能水平，考慮吸納更多高質素專業人才，以提升整體競爭力。同時，集團正檢視工作架構，計劃精簡程序，以維持合理高效的組織規模及功能。建築業務亦致力加強成本控制，降低整體營運開支。因應政府部門最新倡導的節約成本方針，管理層鼓勵項目團隊提出節省成本的設計或施工方案，多個進行中的項目已透過此類方案成功節省數千萬港元成本。來年，管理層將加大力度推動節約成本的新方案，此為提升項目利潤最直接的方式。

管理層充分意識到，目前建築項目數量顯著增加，基礎設施項目儲備穩固，加上香港特區政府致力推進公營房屋供應、現有醫院設施更新，以及橫跨20年的「北部都會區」發展計劃。此承諾將成為香港未來增長的新引擎，為建造業及集團帶來龐大機遇。

OUTLOOK AND PROSPECTS (Continued)

Construction (Continued)

1. Potential Benefits of the Northern Metropolis Project

The development of the Northern Metropolis is crucial to Hong Kong's infrastructure. It not only addresses land scarcity issues but also provides vast space for new infrastructure projects. By implementing the strategy of "industry-driven development with infrastructure as a precursor," it aims to build an innovative tech corridor that boosts the tech sector, supporting Hong Kong in becoming an international hub for innovation and technology. Moreover, it will facilitate cross-border transportation and port connection upgrades, strengthening the integration between Hong Kong and Shenzhen, and enabling Hong Kong to better integrate into the development of the Greater Bay Area. This will further enhance regional connectivity and elevate Hong Kong's overall competitiveness.

Our construction business segment has become increasingly involved in the infrastructure development of the Northern Metropolis, and has secured multiple new public construction contracts related to this initiative. These projects will serve as the testimonial of our participation in the largest-scale infrastructure development in Hong Kong history. The entire team at Chun Wo is proud of this achievement.

2. Technology Cooperation and Support

An echo to the Hong Kong government's regime on promoting construction innovation, our Fanling Bypass project has assembled various experts from international design consultant, the Hong Kong Polytechnic University, Tsing Hua University, structural steel fabricator in the mainland together, they design, fabricate, transport and install the world first ever ultra-high grade steel (S960) footbridge. Compared to traditionally adopted steel grade of 355 or 460, this footbridge is built of steel grade 960, Whole strength more than double that of traditional steelwork. The techniques involved in designing and fabrication were second to none in the world, as we are the pioneer of this, who has created benchmark for the industry. Due to its lightweight nature which further reduce the extent of foundation required, the adoption of this ultra-high grade steel in footbridge in the project mitigated most of the risks associated with the complexity of the underground conditions. This marks a major milestone of technical excellence of Chun Wo, as well as contributing to the construction innovation regime of the Hong Kong government.

Based on the government's latest budget forecast and its pledged public infrastructure works spending over the next five years, the Group's management is confident in the outlook for its civil engineering business segment.

前景及展望 (續)

建築 (續)

1. 北部都會區項目潛在效益

「北部都會區」發展對香港基礎建設至關重要，不僅解決土地短缺問題，更為新基建項目提供廣闊空間。透過「產業帶動，基建先行」的策略，該計劃旨在打造創新科技走廊，推動科技產業發展，支持香港成為國際創新科技樞紐。此外，它將促進跨境交通及港口連接的升級，加強港深融合，使香港更好地融入大灣區發展，進一步提升區域連通性及整體競爭力。

本集團的建築業務正日益參與「北部都會區」的基礎設施發展，並獲批多項與其相關的新公共工程合約。這些項目將成為集團參與香港史上最大規模基建發展的見證，全體「俊和」同仁引以為榮。

2. 技術合作與支持

為響應香港政府推動建築創新的政策，本集團的「粉嶺繞道」項目匯聚了國際設計顧問、香港理工大學、清華大學及內地鋼結構製造商的專家，共同設計、製造、運輸及安裝全球首座採用超高強度鋼材(S960)的行人天橋。相較傳統使用的355或460級鋼材，此天橋採用強度倍增的960級鋼材，其設計與製造技術開創全球先河，為業界樹立新標杆。由於其輕量化特性大幅減少地基需求，此技術有效降低了地下環境複雜性帶來的風險。這不僅標誌著「俊和」技術卓越的重大里程碑，亦為香港政府的建築創新政策作出貢獻。

根據政府最新財政預測中對未來五年公共工程基建合約開支的承諾，管理層對土木工程業務的增長充滿信心。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK AND PROSPECTS (Continued)

Property Development and Asset Leasing

While continuing to promote project development, the segment has achieved significant breakthroughs in its strategic transformation to enhance long-term resilience and profitability. In response to the evolving consumption patterns and economic uncertainties, the segment is actively adjusting its asset allocation strategy, focusing on developing high-quality asset classes with stable cash flow, strengthening sustainable development capabilities, and bringing long-term returns to shareholders.

The Hong Kong Government's Policy developments in 2024 benefited the market, including stamp duty reductions for properties priced below HK\$4 million and the removal of additional stamp duties. Such measures have stimulated activity in the Group's small-unit segment, leading to a notable rebound in residential transactions. However, retail property sales remained weak, as the overall recovery was hindered by declining individual consumption and shifts in mainland's shopping patterns. That said, the expansion of the multiple-entry Individual Visit Scheme (IVS) for more cities has led to a gradual recovery in the number of tourists visiting Hong Kong, and the segment remains cautiously optimistic about the market outlook.

Looking ahead, the segment has formulated short-term, mid-term, and long-term strategic plans. In the short term, the segment will focus on promoting sales of 128 Waterloo and SOYO units to achieve strong cash inflow, and at the same time actively seize opportunities from market adjustments by investing in high-quality properties with appreciation potential to enhance asset value. The Tung Chung land development plan will proceed steadily, and is expected to generate substantial profit for the Group. For the mid-term goal, the Group plans to expand its portfolio of high-yield operational assets to create stable income streams, which can in turn enhance financial resilience and support long-term growth.

In sum, during the 2024/2025 financial year, the segment has maintained stability amidst a challenging economic environment. With the collective efforts of our employees to reduce costs and the prioritisation of selling unused inventory to strengthen cash flow, the Group has achieved solid results. The Group possesses extensive property development experience, flexible asset allocation capabilities, and sharp market decision-making skills, all of which enables it to respond to market changes swiftly and maintain its competitive edge. In cooperation with the Group, the segment is fully committed to maximising shareholder's value, aligning with Hong Kong's development goals, and promoting technological innovation, regional collaboration, and sustainable development. Looking forward, the Group will continue to deepen its short-term, mid-term, and long-term strategic plans to ensure a robust capital structure, create a long-term return mechanism, and deliver continuous value to shareholders and the society.

前景及展望 (續)

物業發展及資產租賃

本分部在持續推進各項發展的同時，亦在策略轉型方面取得重要突破，以增強長期發展韌性和盈利能力。面對消費模式轉變及經濟環境的不確定性，本分部積極調整資產配置策略，重點發展現金流穩定的優質資產類別，加強可持續發展的能力，為股東帶來長期回報。

香港政府於2024年的政策發展對市場有所助益，包括對價格低於400萬港元物業的印花稅減免及額外印花稅的取消，這些措施推動了集團的細價單位，令住宅成交量明顯反彈。至於，商舖銷售方面則仍然疲弱，整體零售復蘇仍受私人消費下降及內地購物模式轉變所影響。但隨著國家增加了一簽多行的自由行城市數量，使來港旅客日漸回升，本分部對未來市場仍持有審慎樂觀的態度。

展望將來，本分部制定了短期、中期及長期的戰略計劃。短期內，本分部將重點推進128 Waterloo及SOYO單位的銷售工作，預計實現良好的資金回籠；同時，積極把握市場調整機遇，物色具有升值潛力的優質物業投資，以提升資產價值。東涌土地發展計劃也將穩步推進，預計為集團帶來可觀利潤。中期目標，集團計劃拓展高回報的營運資產，打造穩定的收入來源，以增強財務韌性和長期增長動力。

總結來看，2024/25財政年度本分部於面臨挑戰的經濟環境中保持穩健，分部全體員工齊心協力共同節省成本，盡量銷售物業餘貨以加強現金流為首要任務，為集團帶來不俗的成效。集團擁有深厚的地產開發經驗、靈活的資產配置能力及敏銳的市場決策力，能迅速應對市場變化，發揮核心競爭力。全力配合集團致力於實現股東價值最大化，並支持香港發展方向，推動科技創新、區域協作及可持續發展。展望未來，集團將繼續深化短、中、長期策略規劃，確保資本結構穩健，創造長期回報機制，為股東及社會帶來持續價值。

OUTLOOK AND PROSPECTS *(Continued)*

Professional Services

The segment will continue to uphold the principles of innovation, sustainability, and efficient operations to create long-term value for shareholders as well as more contribution to the society. We firmly believe that through relentless effort and strategic planning, the segment will achieve greater success in the professional services sector.

Strategic Outlook and Future Plans

The segment will adopt a cautious yet proactive approach towards the challenges of geopolitics, labor shortages, and rising costs. We plan to further align with Hong Kong's "Smart City" and "Northern Metropolis" development strategies, exploring collaboration opportunities with innovation hubs such as the Hong Kong Science Park and Cyberport. In terms of expansion within the Greater Bay Area, we will actively connect with the founding members of the Hong Kong Greater Bay Area Property and Facility Management Association to support business development in this strategic region. Additionally, we will continue to improve our compliance and disclosure mechanisms to ensure transparency and accuracy of information, thereby enhancing investor confidence.

Technological Innovation and Sustainable Development

We will continue to increase our investment in research and development, exploring more innovative technology applications to maintain our industry-leading position. At the same time, we will further promote ESG initiatives, reduce carbon emissions, and strengthen employee training and development to lay a solid foundation for future business expansion and sustainable growth.

Non-franchised Bus Services

The segment will continue to optimise its service system by leveraging a digital bus dispatching system to improve resource utilisation and cost efficiency. The management team will review operational strategies and flexibly adjust resource allocation based on market dynamics and customer feedback. Thereby enhancing service quality through accurately aligning with the diverse needs of different customer groups. It will further strengthening the existing market foundation. This initiative aims to consolidate our core business competitiveness while systematically exploring potential market opportunities to drive the overall business development.

前景及展望 *(續)*

專業服務

本分部將繼續秉持創新、可持續和高效運營的理念，為股東創造長期價值，為社會貢獻更多力量。我們堅信，通過不懈努力和戰略佈局，本分部將在專業服務領域書寫更加輝煌的篇章。

戰略展望與未來規劃

面對地緣政治、勞動力短缺及成本上升等挑戰，本業務分部將以謹慎而積極的態度應對。我們計劃進一步深化與香港「智慧城市」和「北部都會區」發展戰略的銜接，探索與香港科技園、數碼港等創新載體的合作機會。在大灣區拓展方面，為香港粵港澳大灣區物業及設施管理聯合會的創會公司成員積極對接此戰略地區的業務發展。此外，我們將持續完善合規披露機制，確保資訊透明度和準確性，以增強投資者信心。

科技創新與可持續發展

同時，我們將繼續加大研發力度，探索更多創新技術應用，以保持行業領先地位。同時，我們將持續推動ESG舉措，進一步降低碳排放，並強化員工培訓與發展，為未來的業務擴張和可持續增長奠定基礎。

非專營巴士服務

本分部將持續優化服務體系，運用電子調動行車班次系統，提升資源應用和成本效率。管理團隊將通過精準對接不同客羣需求提升服務質素，結合市場動態與客戶反饋，審視運營策略並靈活調整資源配置，進一步強化現有市場基礎。此舉旨在鞏固核心業務競爭力的同時，系統性挖掘潛在市場空間，推動整體業務發展。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK AND PROSPECTS (Continued)

Medical Technology and Healthcare

Driven by both the aging population and the growing demand for precision medicine in Hong Kong, the Hong Kong government is actively expanding disease screening programs, which in turn has increased the development potential of the PET radiopharmaceutical market. As such, the segment remains optimistic about the future demand growth for our business.

As a leading player in Hong Kong, HKCL will continue to support the government's "Healthy Aging Initiative" for Hong Kong citizens. It will enhance its technological capabilities and production capacity, train personnel on safety and service-related skills, further solidify HKCL's market leadership position, and create opportunities to improve its financial performance. With thorough preparation, the Group is well-positioned to capitalise on emerging opportunities in the medical technology and healthcare sector.

Earlier this year, HKCL successfully signed a strategic cooperation agreement with GE Healthcare in producing the patented tracer for Alzheimer's disease, i.e. 18F-Flutemetamol, in Hong Kong, which positioned the Company at the forefront of advanced PET tracer R&D and production. With the launching of new patented tracer, HKCL will further expand its customer base and increase the Company's profitability.

Meanwhile, the launch of the second laboratory will gradually increase HKCL's production capacity and diversify its portfolio to cover more medicines for different diseases. HKCL plans to develop local demand for special isotopes simultaneously, including carbon-11 (C11) and gallium-68 (Ga68) tracers, to actively address the supply-demand dynamics in the market. This initiative is expected to strengthen the Company's market position and generate new growth and profit avenues.

Furthermore, while continuing to develop the local market, HKCL will actively align with the "Integration into National Development" strategy, prioritising the expansion into the Greater Bay Area and Southeast Asia for developing neighboring markets. Innovation remains at the core of HKCL's strategy to consolidate and expand its leadership in the nuclear medicine imaging market. Management is confident that with a strong financial position, a professional team, and forward-looking product strategies, the Company can effectively respond to market challenges, achieve sustainable growth, and create long-term value for shareholders.

前景及展望 (續)

醫療科技與健康

基於香港人口高齡化與精準醫療需求雙重驅動，香港政府積極擴大篩查病疫計劃，擴大正電子掃描藥物市場的發展潛力，本分部因此對未來業務的需求增長抱有樂觀態度。

作為香港正電子掃描藥物的領先企業，HKCL將持續支持政府對香港市民的「健康老齡化計劃」，持續增強的技術與產能，培訓人員相關的安全和服務能力，進一步鞏固HKCL的市場領導地位，並為提升財務表現創造機會。憑藉集團已做好充分準備，積極把握醫療科技與健康領域的多元新興機遇。

HKCL在今年初成功與GE HealthCare簽署戰略合作協議，在香港生產用檢測於阿茲海默症的18F-Flutemetamol專利顯影劑，令公司穩居先進正電子掃描顯影劑研發生產的前沿。隨著新專利顯影劑的生產，HKCL將進一步擴大客戶群體及公司的盈利增長。

同時，隨著第二所實驗室的落成，HKCL產能將按步增加，並擴展其多元化產品組合，涵蓋更多不同疾病的藥物。HKCL計劃同步發展本土對特別同位素的需求，包括碳11及鎳68同位素相關的顯影劑，積極配合市場供需問題。這項計劃預計可以鞏固本公司市場地位及為公司帶來新的增長盈利點。

此外，HKCL將持續發展本地市場的同時，積極循著「融入國家發展大局」方向，將深入探討以大灣區及東南亞地區為發展鄰近市場的優先目標。HKCL將繼續以創新為核心，鞏固及擴展在核醫學影像市場的領導地位。管理層有信心，憑藉穩健的財務狀況、專業的團隊及前瞻性的產品策略，公司能有效應對市場挑戰，實現可持續增長，為股東創造長遠價值。

OUTLOOK AND PROSPECTS *(Continued)*

Other Businesses

The Group will continue to advance the development of its other business segments, actively pursuing suitable investment and partnership opportunities to catch up with emerging trends. Our objective is to achieve long-term business growth to further enhance our shareholders' value.

Conclusion

Based on an objective assessment, the chaotic international political environment will last for at least three years or longer. Hong Kong must remain united and work together to avoid overcome internal and external troubles. It must also focus on the direction of "governing for prosperity" and concentrate its efforts on actively developing the financial and new technology economy.

There are immediate needs for Hong Kong to identify its new trading markets. Beyond its traditional focus on the Americas and Europe, the new direction lies in Asia, the Greater Bay Area, and the vast domestic market in Mainland China.

Moreover, both the retail and real estate sectors are facing growing pressure to deliver better "price-performance ratio". They need to deal with such lasting challenges, and must transform both in business structures and operational practices. In contrast, Hong Kong's public infrastructure business is expected to remain stable in scale. We may be able to increase our market share in the coming year since some of the construction companies had already been phased out during the first stage of industry reform due to financial management shortcomings. The next stage will like be the challenges of higher engineering safety standards and technological capabilities, where innovation and AI technologies are evolving rapidly every day.

前景及展望 *(續)*

其他業務

本集團將持續推動本集團其他業務的發展，積極尋求合適的投資與合作機會，抓緊新興機遇，以實現業務長遠增長，為股東帶來更大價值回報。

總結

依據客觀的評估國際混亂的政治環境將最少持續三年或更長的時間，香港必須堅守團結、同心協力排除內憂外患的局面，並且鎖定「由治及興」的方向，凝聚力量積極發展金融和新科技經濟。

香港的目標市場的轉型迫在眉切，除了過往的美洲及歐洲市場，新的方向便是亞洲、大灣區和龐大的國內市場。

此外，零售業、房地產業面對「性價比」的挑戰，轉型、轉營也是持續的挑戰。相對之下，香港的公共基建工程規模將持續穩定，我們的市場佔有率可能在新一個年度擴大，因為市場合格的建築商受財政管理的弱勢在第一變革階段已經被淘汰，下一個階段將會是工程安全和技術能力的考驗，因為每天都誕生出新穎的智能科技。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

The Group is dedicated to maintaining a high standard of CSR. The business sector is placing an increasing emphasis on CSR performance, particularly in the aspects of safety and health, sustainable development, community impact and law and regulatory compliance. We understand that we do not operate our business in isolation from our society. Employees, suppliers, clients, the natural environment and the general community are all our stakeholders influenced by the ways in which the Group transacts the business.

BOARD STATEMENT

The Group conducts a top-down management approach regarding its CSR issues. The Board takes overall responsibilities for ESG matters, with reference to the United Nations' Sustainable Development Goals ("SDGs"), integrating the objectives, strategies, priorities and goals into the Company's operation. To support the Board's oversight and systematic management of the ESG issues, the ESG committee has been formed for identifying and assessing ESG related risks and implement strategies and thereby improving ESG working mechanism. The ESG committee shall review and evaluate the adequacy and effectiveness of the management framework for ESG matters and provide ESG updates to the Board at least once a year.

Through the materiality assessment, we have addressed and prioritised ESG issues and potential climate physical and transitional risks that are both financially material to the Company and stakeholders. With our objectives of ensuring the Company's sustainability and introducing strategic decision making, the Board committed to develop an effective reporting framework to connect with the public, the Company prepared a CSR report and an ESG report annually.

As a responsible corporation, we recognise that compliance, health and safety, quality of work and climate change pose a significant risks to our business, reputation and financial performance. Our working group is aware of the existing opportunities for innovation and thereby we drive the implementation of sustainability strategy and wide range measure including investment in renewable energy and safety innovation and implementation of our roadmap to green and low carbon construction. Our VMV (Vision, Mission & Core Values) clearly reflects the Group's corporate culture in the implementation of sustainable development.

緒言

本集團致力於維持高水準的企業社會責任。商界日益重視企業社會責任表現，尤其於安全與健康、可持續發展、社區影響以及法律及法規合規方面。我們深明我們的業務營運與社會息息相關。僱員、供應商、客戶、自然環境及社區整體皆為我們的持份者，均受本集團經營業務的方式影響。

董事局報告

本集團就其企業社會責任議題採用由上而下的管理方式。董事局肩負環境、社會及管治事宜的整體責任，及參照聯合國的永續發展目標（「永續發展目標」），將其宗旨、策略、優先事項及目標融入本公司營運。為支持董事局監督及有系統地管理環境、社會及管治事宜，我們已成立工作小組，負責識別和評估與環境、社會及管治相關風險和執行策略，繼而完善其工作機制。工作小組應每年最少一次就環境、社會及管治事宜之最新進展向董事局匯報。

通過重要性評估，我們已應對並優先處理會在財務上嚴重影響本公司及持份者的環境、社會及管治事宜，以及潛在的氣候實質及過渡性風險。秉承本公司可持續發展及引入戰略性決策的宗旨，董事局致力制訂有效的報告框架與公眾建立聯繫，本公司每年編製一份企業社會責任報告及環境、社會及管治報告。

作為負責任的企業，我們意識到合規、健康與安全、工作質量及氣候變化對我們的業務、聲譽及財務表現構成重大風險。我們的工作小組意識到現有的創新機會，因此我們推動實施可持續發展策略，以及包括投資於可再生能源及安全創新的廣泛措施，並落實綠色低碳建築路線圖。我們的「願景、使命和核心價值」清楚反映本集團落實可持續發展的企業文化。

BOARD STATEMENT (Continued)

董事局報告 (續)

Compliance 合規	Continuously enhance prevention of legal risks, abide by all local laws, regulations and related policies where the business operates and ensure the interests of the Group 持續加強法律風險防範工作，遵守業務經營所在地的各項法律、法規及相關政策以保障本集團利益
Safety 安全	It has always been first in our priority, we maintain precise management to prevent injuries, serious incidents and prosecutions 安全第一，維持精確管理，防範工傷、嚴重事故及訴訟風險
Quality 質量	We keep evaluating and improving the Group's quality management system 我們持續評估及完善本集團質量管理系統
Green and Low Carbon Construction 綠色低碳建築	Continuously conserve and utilise resources, reduce the negative environmental impact, maximise the number of renewable energy use and performance, therefore reducing the carbon emissions of construction through the new building technology and our energy management 持續地於資源利用方面厲行節約，減少對環境的負面影響，盡可能提高可再生能源使用及效能，應用新型建築技術及能源管理以減少建築碳排放

To strengthen the credibility of the data of this report, we have engaged Accredited Certification International Limited ("ACI") as independent carbon verifier and conducted the verification with regard to the data of emissions and use of resources. This verification included evidence-based verification and comprehensive review on reported data, ensuring accuracy, consistency and reliability.

We also implemented different kind of management systems and have arranged training courses on various international standards, e.g. ISO 14001:2015 Environmental Management System, ISO 45001:2018 Occupational Health and Safety Management System and ISO 50001:2018 Energy Management System to enhance sustainability performance.

Internally, we have always been committed to organising activities to promote ESG behaviours, for example, recycling workshops, "Green" public activities and becoming a "Green" volunteer, etc. We designated coloured recycling bins for different wastes and make them accessible to all employees. We also encouraged employees to share testimonials about resources conservation. In our construction sites, we developed advance technology and material to optimise construction process and safety working environment, and also encouraged our staff to rush to "Green" opportunities such as reusing or recycling of waste and waste management in order to achieve our environmental management practices and subject to continuous improvement.

為加強本報告之碳排放及資源使用數據的可信度，我們已聘請國際認可認證有限公司（「ACI」）作為獨立碳核查機構，對排放和資源使用資料進行核查。核查工作包括基於證據的核查和對報告數據的全面審查，確保報告數據的準確性、一致性和可靠性。

我們亦實施多種管理系統，針對多種國際標準（如ISO 14001:2015環境管理體系、ISO 45001:2018職業健康安全管理体系及ISO 50001:2018能源管理體系）安排培訓課程，以提高可持續發展績效。

於企業內部，我們一直致力籌備回收工作坊、「綠色」公共活動及成為「綠色」義工等活動，以推廣環境、社會及管治品行。我們使用彩色回收箱分類回收廢物，並確保所有員工易於使用。我們亦鼓勵員工分享節約資源的心得。在建築工地，我們開發了先進技術及材料以優化施工過程及完善安全工作環境，亦鼓勵員工把握「綠色」機會，例如重用或回收廢物以及管理廢物等，實踐環境管理措施並不斷予以改進。

BOARD STATEMENT *(Continued)*

We have been closely monitoring the conditions of our staff and providing solutions especially in health care aspect. In the practice of social responsibility, efforts shall be focused on connection with community such as home visiting, distribution of caring bags and bay clean event.

Throughout the challenging year of 2024, the Company has made towards fulfilling its commitment to sustainability and driven business success by focusing on ESG performance. We surely will continue to drive improvements in our ESG activities and create long-term value for our stakeholders and customers.

ABOUT THIS REPORT

The Group tries its utmost best to communicate with the stakeholders through various communication channels such as surveys and interviews and had incorporated their feedback into the process of identifying the material topics, which act as the foundation of formulating long term ESG strategies as well as a strong reference to this report.

Following the communication with our senior management and the stakeholders, we assessed ESG issues relevant to the Group by considering their importance to our stakeholders. During the Year, five material aspects were identified in the assessment, including Training and Development, Employee Health and Safety, Environmental Performance, Innovation and Product/Service Responsibility.

This ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide contained in Appendix C2 to the Listing Rules, which mainly covers the Group's principal business activities in Hong Kong during the Year. The four key subject areas in this ESG Report cover: (I) Workplace Quality, (II) Environmental Protection, (III) Operating Practices and (IV) Community Involvement, which is aligned with the SDGs advocated by United Nations. A total of 12 out of 17 SDGs are in relevance with our ESG strategic areas, which will be presented in the corresponding section of this ESG Report.

董事局報告 (續)

我們一直密切關注員工狀況並尤其於醫療保健方面提供解決方案。就實踐社會責任而言，我們致力以家訪、派發關愛包及海灣清潔活動等與社區建立聯繫。

2024年是充滿挑戰的一年，通過關注環境、社會及管治績效，本公司履行了對可持續發展的承諾，並推動業務獲得成功。我們定將繼續完善環境、社會及管治活動，並為持份者及客戶創造長期價值。

關於本報告

本集團竭力透過調查及訪談等各種溝通渠道與持份者溝通，並將反饋意見納入確定重要議題的過程中，以作為制定長遠環境、社會及管治策略的基礎，以及編製本報告的重要參考資料。

與高級管理人員及持份者溝通後，我們對與本集團相關的環境、社會及管治議題進行評估，當中考慮該等議題對持份者的重要性。於本年度評估後得出的五個重大議題包括培訓及發展、僱員健康及安全、環保績效、創新及產品／服務責任。

本環境、社會及管治報告乃根據上市規則附錄C2所載之環境、社會及管治報告指引編製，主要包括本集團於本年度在香港的主要業務活動。本環境、社會及管治報告的四大主題包括：(I)工作環境質素、(II)環境保護、(III)營運慣例及(IV)社區參與，該等主題與聯合國提倡的永續發展目標一致。在17項永續發展目標中，共有12項與我們的環境、社會及管治策略範疇相關，有關目標將於本環境、社會及管治報告的相應部分中呈列。

WORKPLACE QUALITY

工作環境質素

We recognise that employees are valuable assets to the Group and embrace the philosophy of investing in people by providing them with a range of training programs that can enhance their professional skills and knowledge. We are also committed to maintaining a safe and healthy working environment for all employees as well as implementing equal opportunity employment practices.

我們深知僱員為本集團的寶貴資產，並秉承投資於人才的理念，向他們提供一系列可提高其專業技能及知識的培訓課程。我們亦致力於為全體僱員維持安全及健康的工作環境，以及實施平等就業機會常規。



良好健康與福祉



優質教育



性別平等



體面工作和經濟增長



減少不平等

OPERATING PRACTICES

營運慣例

We are committed to solving problems by intelligence and fulfil customer satisfaction by developing and adopting innovation and technology in operation and providing high quality products and services, with complying with internationally recognised standards, endeavoring to be a dynamic and responsible enterprise.

我們致力於運用智慧解決問題，並通過開發及採用創新及技術運作，提供高品質的產品及服務，實現客戶滿意度，並遵守國際公認的標準，努力成為富有活力及負責任的企業。



產業、創新與基礎設施



負責任消費與生產



和平、正義與強大機構

ENVIRONMENTAL PROTECTION

環境保護

Being a responsible corporation and main contractor in the construction industry, environmental protection is one of the top focuses to develop a green and sustainable city and community.

作為盡責的企業及建造業的主要承建商，環境保護乃發展綠色可持續發展城市及社區的首要重點之一。



清潔飲水和衛生設施



經濟適用的清潔能源



可持續城市及社區



負責任消費與生產



氣候行動

COMMUNITY INVOLVEMENT

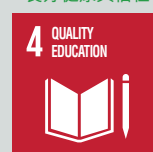
社區參與

We care about the sustainable development and wellness of the neighbouring community where we operate in.

我們關心經營所在社區鄰里的可持續發展和福祉。



良好健康與福祉



優質教育



可持續城市及社區

(I) WORKPLACE QUALITY

Our People

As at 31 March 2025, the Group had an estimated 7,528 employees, with the majority located in Hong Kong. In order to enhance the overall effectiveness of corporate governance, the Company has implemented a diversity policy aiming at promoting a diverse workforce, including management positions. The Company believes that diversity encompasses aspects, such as professional experiences, business perspectives, skills, knowledge, gender, age, cultural and educational background and ethnicity. The selection of employees is based on merit and the attributes that the shortlisted candidates can bring to the Group, in order to complement and expand the competencies, experience and perspectives, while considering the Group's vision, mission and core values.

In order to advance gender equality in the workplace and empower female employees to take on more significant roles within the Company, two distinct initiatives were launched: WomenLeaders@CW and Dream Girls. These programs aim to elevate the professional standing of women in the construction industry and enhance public perception of the field. Additionally, the establishment of the Chun Wo Ladies' Club (the "Club") serves to foster stronger connections among female employees and provide them with necessary support. Membership is opened to all female employees. The Club offers exclusive benefits, organises seminars and interest classes regularly, and provides subsidised body checks to its members. The Company is committed to increasing the representation of women in its workforce over time, ensuring a balanced gender diversity that aligns with stakeholders' expectations.

(I) 工作環境質素

我們的員工

截至2025年3月31日，本集團約有7,528名僱員，大部分駐於香港。本公司採納多元化政策，以促進本公司員工（包括管理層）的多樣性，從而提升本公司整體企業管治的效率。本公司考慮多元化的概念應包含多方面，如專業經驗、營商視野、技能、知識、性別、年齡、文化和教育背景以及種族。考慮到本集團的願景、使命及核心價值，聘用乃根據所甄選候選人將為本集團帶來的價值及貢獻，以輔助及提升本集團的能力、經驗及視野。

為推動工作場所性別平等並賦能女性僱員在公司肩負更重要職能，我們已推出WomenLeaders@CW及築夢女生兩項別樹一幟的計劃，旨在提高建造業女性的專業地位並提升大眾對行業的印象。此外，為了增進女性員工之間的連結及提供必要支持，本公司亦成立了俊妍會，對象為所有女性員工。俊妍會定期為會員提供獨家優惠、安排不同資訊講座及興趣班，會員亦可獲資助進行身體檢查。本公司矢志逐步增加員工團隊內女性成員的比例，確保符合持份者的期望去平衡性別多元化。

Female-related Programs 女士相關計劃



WomenLeaders@CW



Dream Girls
築夢女生



Chun Wo Ladies' Club
俊妍會

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

(I) WORKPLACE QUALITY (Continued)

Our People (Continued)

(I) 工作環境質素 (續)

我們的員工 (續)

		Employment Statistics 僱傭統計數據		Employee Turnover Rate ¹ 僱員流失率 ¹	
		2024/25	2023/24	2024/25	2023/24
Gender	性別				
Male	男性	74.3%	56.8%	31.2%	45.6%
Female	女性	25.7%	43.2%	13.2%	33.4%
Employment Type	僱員類別				
Top Management ²	高層管理人員 ²	0.7%	2.4%	0.1%	1.3%
Middle Management ³	中層管理人員 ³	7.2%	9.1%	8.2%	12.9%
Supervisory	主任	23.3%	21.0%	10.9%	11.5%
Operation	操作人員	68.8%	68.4%	34.1%	60.0%
Age Group	年齡組別				
Below 30	30歲以下	18.7%	15.5%	8.8%	18.6%
30–50	30–50歲	44.2%	39.8%	20.4%	44.0%
Above 50	50歲以上	37.1%	44.7%	15.3%	37.4%
Geographical Region	地區				
Hong Kong	香港	95.9%	99.8%	99.5%	99.8%
PRC	中國	4%	0%	0.1%	0%
Overseas	境外	0.1%	0.2%	0.4%	0.2%

¹ Employee turnover rate is calculated by dividing the number of separation employees in the Year by the number of employees at the end of the Year
僱員流失率乃按於本年度離職的僱員人數除以於本年度末的僱員人數計算

² The ratio for male and female are 87.5% and 12.5% for 2024/25; and 85.1% and 14.9% for 2023/24
2024/25年度男性及女性比例為87.5%及12.5%；而2023/24年度則為85.1%及14.9%

³ The ratio for male and female are 83.3% and 16.7% for 2024/25; and 73.7% and 26.3% for 2023/24
2024/25年度男性及女性比例為83.3%及16.7%；而2023/24年度則為73.7%及26.3%

Working Conditions

The Group places great importance in attracting, motivating, and retaining talented employees. To achieve these, we regularly assess our staff compensation and benefits packages to ensure they remain competitive in the market. Our annual review of employee pay packages and other employment fringe benefits, including medical schemes, health check programs, travel insurance, training subsidies, and retirement benefits, is conducted in accordance with prevailing market conditions.

工作條件

本集團高度重視吸引、激勵及挽留人才。為了實現這目標，我們定期檢討員工薪酬及福利計劃，以確保福利於市場上具有競爭力。本集團每年審閱僱員薪酬及其他僱傭福利計劃，包括醫療計劃、體檢計劃、旅遊保險、培訓津貼及退休福利，以符合當前市場狀況。

(I) WORKPLACE QUALITY (Continued)
Training and Development

Training

Continuous learning is deeply embedded in our core values, reflecting our unwavering commitment to learning and development. The Group's comprehensive support for training and development is extended to employees across all levels. Since 2005, we have offered training sponsorships to all full-time permanent employees, encouraging self-improvement within a culture of learning. Through a combination of in-house training and external courses, including seminars, workshops, visits, and demonstrations, we aim to equip our employees with the skills and knowledge necessary to excel in their roles and drive personal growth.

The Company recognises talent as its utmost asset. We place great importance on the development of our staff, as we firmly believe that their contributions can propel the Company towards greater success in the construction and other industries. Since 1999, our subsidiary, Chun Wo Construction and Engineering Company Limited, has been accredited by the Hong Kong Institution of Engineers as an approved organisation for Scheme A Graduate Training in the Civil, Building, Building Services, and Structural disciplines. Additionally, we have established the "AAI Academy" to offer a wide range of training programs, aiming to nurture and attract exceptional talents from various professional fields, ensuring the sustainable growth of the Group.

(I) 工作環境質素 (續)
培訓及發展

培訓

持續學習植根於我們的核心價值，體現了我們對學習和發展的堅定承諾。本集團為各級員工提供全面的培訓和發展支持。自2005年起，我們為全體全職員工提供培訓贊助，鼓勵於學習文化中自我增值。通過內部培訓及外間培訓課程，包括研討會、工作坊、探訪及示範活動，我們旨在為員工提供在崗位所需的技能和知識，推動個人成長。

本公司了解人才為最寶貴的資產。我們重視員工的發展，皆因我們堅信彼等的貢獻能有助本公司走得更遠，並在建築及其他行業取得更大的成功。自1999年起，本集團旗下的俊和建築工程有限公司獲香港工程師學會認證為土木、建造、屋宇裝備及結構界別的工程畢業生培訓計劃認可機構。此外，我們成立了「亞洲聯合基建學院」，旨在提供多元化及全面的培訓課程，為本集團的可持續發展培育並吸引來自不同專業領域的優秀人才。

		Trained Employees 受訓僱員		Average Training Hours per Employee (Hours) 每名僱員平均受訓時數 (小時)	
		2024/25	2023/24	2024/25	2023/24
Gender	性別				
Male	男性	69.5%	66.8%	9.2	6.6
Female	女性	30.5%	33.2%	10.3	6.0
Employment Type	僱員類別				
Top Management	高層管理人員	2.4%	2.0%	30.5	12.8
Middle Management	中層管理人員	17.6%	14.2%	17.7	11.0
Supervisory	主任	30.7%	25.5%	7.9	5.4
Operation	操作人員	49.3%	58.3%	7.2	5.5

(I) WORKPLACE QUALITY *(Continued)*

Training and Development *(Continued)*

Training *(Continued)*

(I) 工作環境質素 *(續)*

培訓及發展 *(續)*

培訓 *(續)*

Training programs offered by the Group	本集團所提供的培訓課程
◆ Core Program	◆ 核心計劃
◆ Women Leaders Program	◆ 女仕領袖計劃
◆ Elite Program	◆ 精英培訓計劃
◆ Young Professional Program	◆ 年青專業人員培訓計劃
◆ Site Agent Development Program	◆ 地盤總管發展計劃
◆ Graduate Engineer Training Program	◆ 見習工程師培訓計劃
◆ Graduate Quantity Surveyor Training Program	◆ 見習工料測量師培訓計劃
◆ Technical Apprentice Program	◆ 學徒培訓計劃
◆ AAI Academy	◆ 亞洲聯合基建學院
◆ Intermediate Tradesman Collaborative Training Scheme (ITCTS)	◆ 中級技工合作培訓計劃
◆ Contractors Cooperation Training Scheme (CCTS)	◆ 建造業議會承辦商合作培訓計劃
◆ Advisory Scheme for Chartership	◆ 特許諮詢計劃
◆ Chun Wo Young Professional Group (CWYPG)	◆ 俊和青年專業人員會
◆ Summer/Winter Internship Program	◆ 夏季／冬季實習生計劃
◆ GLAD Management Trainee Program	◆ GLAD管理培訓生計劃
◆ Assistant Surveyor Training Program	◆ 助理測量員培訓計劃
◆ Project Co-Ordinator Training Program	◆ 項目協調員培訓計劃
◆ CIC Approved Technical Talents Training Programmes (ATP)	◆ 建造業議會認可技術專才培訓計劃

(I) WORKPLACE QUALITY (Continued)

Training and Development (Continued)

Development

Besides career progression, we value the development of the physical and mental well-being of our employees. The organisation is committed to achieving work-life balance for its staff, thus promoting participation in volunteering, recreational, and sports activities (i.e. basketball team as well as soccer team) during free time to relax and enhance team spirit. We also provide opportunity for colleagues to connect each other casually through "Happy Friday" in offices and sites.

(I) 工作環境質素 (續)

培訓及發展 (續)

發展

除職業發展以外，我們亦高度重視僱員身心健康的發展。我們致力為每一位員工在工作與生活之間達致平衡，因此我們鼓勵同事在工餘時間參與義工、娛樂及體育活動（例如籃球隊和足球隊），以期幫助他們放鬆身心及加強團隊精神。我們亦為同事提供機會在辦公室和工地上通過「歡樂星期五」茶會進行輕鬆的交流。

Staff Caring Programs 員工關愛計劃

We provide care to our staff in specific circumstances.

我們於特定情況向員工提供關愛。



Birthday 生日

★ Birthday card and 生日卡
gift coupon 及禮券



Retirement 退休

★ Souvenir 紀念品



Hospitalisation 住院
or Injury 或工傷

★ Caring call and 電話慰問
fruit basket 及果籃



Marriage and 結婚
New Birth 及產子

★ Gift coupon 禮券



Death 逝世

★ Flower wreath and 花圈
condolence money 及恩恤金

In recognition of the Group's efforts and accomplishments in manpower training and development, the Group members have been awarded the following accreditations by the Employees Retraining Board:

為表彰本集團在人力培訓及發展方面的努力及成就，本集團成員公司獲僱員再培訓局授予以下肯定：

Name of Company 公司名稱	Status/Award 資格／獎項
Chun Wo Development Holdings Limited 俊和發展集團有限公司	★ ERB Super Manpower Developers Award Scheme (Super MD) ERB 人才企業嘉許計劃 (Super MD)
City Services Group Limited 城市服務集團有限公司	★ ERB Manpower Developer Award Scheme ERB 人才企業嘉許計劃 ★ ERB Excellence Award for Employers ERB 傑出僱主年度大獎 ★ ERB Manpower Developer Award Scheme Grand Prize Award ERB 人才企業嘉許計劃企業大獎

(I) WORKPLACE QUALITY *(Continued)*

Employee Health and Safety

By integrating internationally-recognised ISO 9001, ISO 14001 and ISO 45001 certifications into our quality, environmental and occupational safety and health management systems respectively, the Group demonstrates our compliance with health and safety standards. The Group's "PDCA" system further ensures all individuals and teams exert themselves to meet the statutory requirements and to achieve the ultimate goal of continuous improvement.

We are aware of the significance of workplace safety. To maintain the occupational safety standards in our construction operations, we have introduced a safety audit system designed to monitor the effectiveness of our safety management system. For the year of 2024, the corporate average safety audit score — physical condition was 86.9% (2023: 87.8%), exceeding the target of 86.5%.



In 2024, all safety indicators were in line with our objectives. In particular, the target of the accident frequency rate of construction work within past 5 years has been met, reflecting our dedication and achievements in construction site safety and excellent and consistent occupational safety performance.

(I) 工作環境質素 (續)

僱員健康及安全

本集團遵守健康及安全標準，分別將國際認可的ISO 9001、ISO 14001及ISO 45001認證整合至品質、環境及職業安全及健康管理系統。本集團的「PDCA」系統進一步確保所有個人及團隊竭盡全力遵守法定要求，並達致持續進步的最終目標。

我們深知工作環境安全之重要性。為於建築營運中維持建築職業安全標準，我們推出了安全審核制度，用作監察安全管理系統的成效。於2024年，企業平均安全審核分數——實際狀況為86.9%（2023年：87.8%），超過86.5%的目標分數。

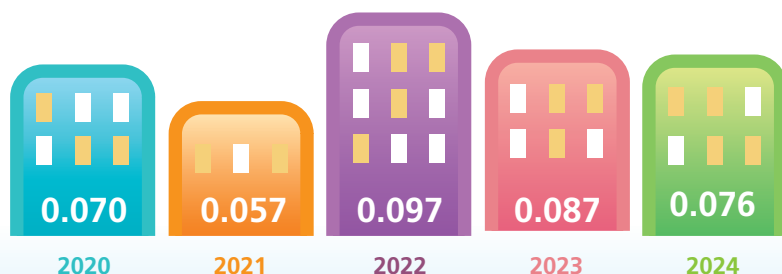
於2024年，所有安全指標均與我們的目標相符。其中，工程項目意外率於過去5年均達致目標，反映我們對工程地盤安全的重視和成就以及一貫卓越的職業安全表現。

(I) WORKPLACE QUALITY (Continued)

Employee Health and Safety (Continued)

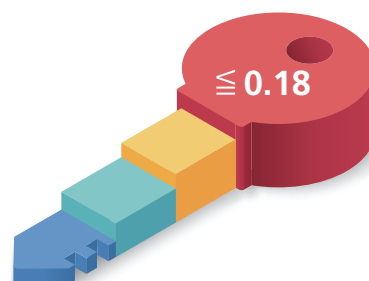
Accident Frequency Rate (per 100,000 man-hours)

意外率（每十萬工時）



(I) 工作環境質素 (續)

僱員健康及安全 (續)



2024 Target 目標

We are fully aware of certain risks of safety and health of workers in construction sites and hence a series of measures have been put in place at various construction project sites to protect the safety and health of workers.

我們深知工人於地盤工作潛在一定的健康及安全風險，因此我們在多個工程項目地盤推出一系列措施，以保障工人的安全及健康。

Protection Measures

保障措施

Mini Health Check Stations
小型健康檢查站



Ensure workers are at optimal state
確保員工處於最佳狀態

Heat Shelters and Water Sprinklers on Rooftops
屋頂加裝隔熱板及灑水器



Dissipate heat gain
發揮散熱作用

Morning Exercise
早晨運動



Alert workers of the potential injuries and ways of prevention
提醒員工潛在受傷風險以及預防措施

(I) WORKPLACE QUALITY (Continued)

Employee Health and Safety (Continued)

Number of Fatality and Fatality Rate (No. of work-related fatalities/1,000 workers)

死亡人數及死亡率

(因工作關係而死亡的人數／1,000名工人)

0%	0%	0%
(0/1,000) 2022	(0/1,000) 2023	(0/1,000) 2024

(I) 工作環境質素 (續)

僱員健康及安全 (續)

Lost days due to work injury 因工傷損失工作日數



2022	2023	2024
473	507	449

Staff's health and safety are always our top priority, therefore we applied the Zoono treatment regularly in our offices during the pandemic, which was effective against over 100 common pathogens, in order to protect our environmental safety by creating a long term sterile environment.

Health and Safety Policies

The safety and health of our employees are paramount to the Group. Our senior management team places a strong emphasis on prioritising the safety and health of our workforce. Our security and facility management divisions adhere to a well-structured management system and conduct annual audits to ensure alignment with international standards. The companies within these divisions have been accredited with ISO 45001 for their occupational health and safety management system by approved certification bodies.

Our non-franchised bus services division remains committed to complying with the Occupational Safety and Health Ordinance. In addition, we prioritise the provision of reasonable working hours for our drivers and ensure they are granted adequate rest time to maintain their positive spirits and overall welfare.

In 2024/2025, City Services Group, under the oversight of its Safety and ESG Committee, remained committed to maintaining a safe and healthy work environment. Key initiatives included the annual Health and Safety Campaign, featuring the Safety Quiz Award to enhance frontline staff engagement and awareness. To mitigate heat-related risks, particularly for outdoor and non-air-conditioned indoor workplaces, the Group adhered to the Labour Department's Guidance Notes on Prevention of Heat Stroke at Work, conducting risk assessments based on workload and environmental factors, and implementing appropriate rest breaks aligned with the Heat Stress at Work Warning levels.

The Group has implemented an effective occupational health and safety management system that complies with the Factories and Industrial Undertakings (Safety Management) Regulation and meets the requirements of ISO 45001. The safety policy of the Group outlines the related guidelines.

員工的健康及安全永遠是我們優先關注的事項，因此我們在疫情期間定期為辦公室進行Zoono消毒，其有效對抗超過100種常見病菌，以創造長期無菌的環境，保障環境安全。

健康及安全政策

對本集團而言，每位僱員的安全和健康均至關重要。因此，高層管理人員非常重視我們僱員的安全及健康。我們的保安及設施管理分部亦遵循一套結構完善的管理系統及進行年度審核，以確保我們符合國際標準。該分部下的公司已獲得認可認證機構授予ISO 45001職業健康及安全管理體系認證。

我們的非專營巴士分部致力於遵守職業安全及健康條例。此外，我們優先確保司機的工時合理，並確保他們獲得足夠的休息時間，以保持良好的精神狀態和整體福祉。

2024/2025年，城市服務集團在其安全和環境、社會及管治委員會的監督下，繼續致力維持安全健康的工作環境。主要措施包括年度健康與安全活動，其中的安全問答大獎旨在提高前線員工的參與度和安全意識。為減低與暑熱有關的風險，特別是在戶外及沒有空調的室內工作場所，本集團遵照勞工處發出的「預防工作時中暑指引」，根據工作量及環境因素進行風險評估，並按照「工作暑熱警告」級別安排適當的休息時間。

本集團已實施了符合工廠及工業經營（安全管理）規例及ISO 45001規定的有效職業健康及安全管理系統。本集團的安全政策概述了相關準則。

(I) WORKPLACE QUALITY (Continued)

Health and Safety Policies (Continued)

Our objective is to meet all applicable health, safety, and environmental protection regulations while ensuring a safe working environment for our employees. To accomplish this objective, we encourage all employees to assume responsibility and adhere to the established systems, policies, manuals, procedures, and working rules. This includes wearing personal protective equipment and promptly reporting any violations of regulatory requirements or orders.

(I) 工作環境質素 (續)

健康及安全政策 (續)

我們矢志確保僱員享有安全的工作環境，達到所有相關的健康、安全及環保監管要求。為實現此目標，我們鼓勵所有僱員承擔責任並遵守有關制度、政策、手冊、程序和工作規則。這包括佩戴個人保護裝備及匯報違反監管規定或指令的事宜。

Health and Safety Policies	健康及安全政策
★ No violence in the workplace	★ 杜絕在工作場所中的暴力
★ No sexual harassment and discrimination	★ 杜絕性騷擾及歧視
★ An alcohol-free and drug-free workplace	★ 無酒無毒的工作環境
★ A non-smoking workplace	★ 無煙工作環境
★ Immediate reporting of accidents	★ 即時匯報意外事故
★ Familiarity with fire prevention and safety working procedures	★ 熟悉防火及安全工作程序
★ Special arrangement for typhoons and rainstorm warnings	★ 颱風及暴雨警告的特別安排
★ Security of property and safety inspection	★ 物業保安及安全巡查



(I) WORKPLACE QUALITY *(Continued)*

Safety and Health Awards

In the Year, our various business units garnered more than 92 safety and health awards, proving our effective implementation of occupational safety and health management system throughout various divisions in the Group.

(I) 工作環境質素 (續)

安全及健康獎項

於本年度，我們多個業務單位勇奪超過92個安全及健康獎項，印證本集團各個分部內職業安全與健康管理系統的有效實施。

The 30th Considerate Contractors Site Award Scheme 第30屆公德地盤嘉許計劃

Development Bureau and Construction Industry Council
發展局及建造業議會

- Public Works — New Works and RMAA Works — Considerate and Contractors Site Awards (1 Bronze Award and 4 Merit Awards)
工務工程 — 新建工程及維修、保養、改建及加建工程 — 公德地盤獎(1項銅獎及4項優異獎)
- Public Works — New Works — Outstanding Environmental Management and Performance Awards (1 Gold Award and 3 Merit Awards)
工務工程 — 新建工程 — 傑出環境管理獎(1項金獎及3項優異獎)
- Public Works — New Works and RMAA Works — Innovation Awards for Safety and Environmental Management and Performance Awards (3 Merit Awards)
工務工程 — 新建工程及維修、保養、改建及加建工程 — 安全及環境卓越創新獎(3項優異獎)

The 23rd Hong Kong Occupational Safety & Health Award 第23屆香港職業安全健康大獎

Occupational Safety and Health Council
職業安全健康局

- Safety Management System Award — 5S Good Housekeeping Best Practices Award (Construction) (Gold Award)
安全管理制度大獎 — 5S 工作場所整理最佳實踐獎(建造業組別)(金獎)
- Safety Management System Award (Construction Industry) (Bronze Award)
安全管理制度大獎(建造業組別)(銅獎)
- Safety Performance Awards (16 Outstanding Awards)
安全表現大獎(16項傑出獎)

(I) WORKPLACE QUALITY (Continued)

Safety and Health Awards (Continued)

The 25th Construction Safety Award 第 25 屆建造業安全大獎

Occupational Safety and Health Council
職業安全健康局

- Outstanding Metal Scaffolder in Occupational Safety and Health (1 Bronze Award and 1 Merit Award)
職安健模範金屬棚架工(1 項銅獎及 1 項優異獎)
- Outstanding Power Operated Elevating Platform Worker in Occupational Safety and Health
(1 Gold Award, 2 Bronze Awards and 1 Merit Award)
職安健模範動力操作升降工作台操作員(1 項金獎、2 項銅獎及 1 項優異獎)
- Outstanding Lifting Operation Team in Occupational Safety and Health (Bronze Award)
職安健模範吊運工作團隊(銅獎)
- Best Refurbishment and Maintenance Contractor in Occupational Safety and Health (Merit Award)
最佳職安健維修及保養承建商(優異獎)
- Best Method Statement (Merit Award)
最佳施工方案(優異獎)
- Best Safety Enhancement Program for Working At Height and Working Above Ground (Gold Award)
最佳高處及離地工作安全改善計劃(金獎)
- Best Presentation Award (Gold Award)
最佳演繹獎(金獎)

The 16th Hong Kong Outstanding OSH Employee Award 第十六屆全港傑出職安健員工嘉許計劃

Occupational Safety and Health Council
職業安全健康局

- Organisation/Enterprise (Foreman) (Bronze Award)
機構／企業組(管工組)(銅獎)
- Organisation/Enterprise (Frontline Worker) (Merit Award)
機構／企業組(前線員工組)(優異獎)

19th Occupational Health Award 2023–24 第十九屆職業健康大獎 2023-24

Occupational Safety and Health Council
職業安全健康局

- Joyful at Healthy Workplace Best Practices Awards (Enterprise/Organisation Category)
(1 Outstanding Award and 7 Merit Awards)
好心情 @ 健康工作間大獎(企業／機構組)(1 項傑出機構大獎及 7 項良好機構大獎)

Life First Campaign 2024 「生命第一」2024 安全推廣活動

Construction Industry Council
建造業議會

- 1 Gold Award, 4 Excellence Awards and 2 Merit Awards
1 項金獎、4 項卓越獎及 2 項優異獎

(I) 工作環境質素 (續)

安全及健康獎項 (續)

(I) WORKPLACE QUALITY *(Continued)*

Safety and Health Awards *(Continued)*

HKCA Construction Safety Awards 香港建造商會建造業安全大獎

Hong Kong Construction Association
香港建造商會

- 3 HKCA Proactive Safety Contractor Awards
3 項香港建造商會積極推動安全承建商大獎
- 2 Safe Person-in-Charge Awards
2 項安全主管大獎
- 3 Safe Supervisor Awards
3 項安全管工大獎
- 3 HKCA Safety Merit Awards
3 項香港建造商會安全優異獎

Hong Kong Green and Sustainability Contribution Awards 2024 香港綠色和可持續貢獻大獎 2024

Hong Kong Construction Association (HKCA)
香港建造商會

- 2 Outstanding Awards for Contribution to Livable City Construction (Contractor) — Promote Safe Construction
2 項宜居城市建築貢獻大獎—推動安全施工

Lighthouse Club Contractor Safety Award 2024 明建會承建商安全大獎 2024

The Lighthouse Club Hong Kong
明建會香港

- 2024 Safe Large Subcontractor Award (1 Gold Award and 1 Bronze Award)
2024 安全大型分判商獎(1 項金獎及 1 項銅獎)
- 2024 Safe Project Team (Highly Commended)
2024 安全項目團隊獎(優良獎)

Chartered ICES CICES Award 2024 英國特許土木工程測量師學會「2024 CICES Awards」

Hong Kong Institute of Civil Engineering Surveyors (Hong Kong Region)
英國特許土木工程測量師學會(香港分會)

- Outstanding Smart Site/Safety Project
傑出智慧工地/安全項目獎

Asia Safety Management Summit 2024 亞洲安全管理高峰會 2024

Institute of Safety & Health Partitioners
安全健康師學會

- ESG Award - Safety Culture and Safety Technology (1 Gold Award and 1 Bronze Award)
環境、社會及企業管治獎 — 安全文化及安全技術獎 (1項金獎及1項銅獎)

(I) 工作環境質素 *(續)*

安全及健康獎項 *(續)*

(I) WORKPLACE QUALITY *(Continued)*

Safety Activities

To ensure the continuous improvement of occupational safety and health standards, we have developed an evaluation questionnaire to collect feedback from the participants of all meetings, seminars and forums.

The Group encourages employees to participate in occupational safety and health activities and voluntary services and share expertise and information not only with colleagues but also fellow workers in the Hong Kong construction industry. To actively promote the awareness of occupational safety throughout the Group, a range of safety activities, including safety workshops, special safety seminars and community activities, were organised during the Year.

A safety training centre called “Chun Wo Safe Zone” has been established which consists of 5 training zones to simulate the major causes of accidents at construction sites. Participants can enhance their safety awareness and improve their work safety behaviour by attending the “Behavioural Change Safety Training” (“BCST”). All Chun Wo employees and subcontractors’ workers, who work on site, must be the holder of valid certificate of BCST.

The Group has also adopted a centralised toolbox training called “Web Talk”, which is an occupational safety and health, quality and environmental training targeted for frontline workers and supervisors for duration of not more than 15 minutes on each topic related to different construction site activities, which conducted by respective staffs of head office’s Compliance Department every week via the video conferencing.

Through these activities, all participants have improved their awareness and knowledge of occupational safety and health, quality and environmental. Furthermore, they exchanged ideas and helped to promote the occupational safety and health, quality and environmental culture in the Group.

(I) 工作環境質素 (續)

安全活動

為確保持續提升職業安全及健康標準，我們已編製評價調查問卷，於每次會議、研討會及論壇中向參與者收集反饋意見。

本集團鼓勵員工參與職業安全及健康活動及志願服務，並與同事以及香港建造業界的工友分享專業知識及資訊。我們積極在本集團推動職業安全意識，於本年度舉辦了多項安全活動，包括安全工作坊、特別安全研討會及社區活動。

本集團已成立安全培訓中心「俊和安全地域」，當中包括5個培訓區，模擬建築地盤意外事故的主要成因。參與者可通過參加「安全行為改善訓練課程」（「安全行為改善訓練課程」）提高安全意識並改善工作安全行為。所有於地盤工作的俊和僱員及分判商工人均須持有有效的安全行為改善訓練課程證書。

本集團亦已採用名為「網絡講座」的中央工具箱進行培訓，其針對前線工人及主管的職業安全及健康、質量及環境培訓，每項培訓時間不超過15分鐘，主題與不同建築地盤活動有關，並由集團總部合規部門的相關人員每週通過視像會議進行。

通過上述活動，所有參與者均提升職業安全及健康、質量及環境意識以及增進相關知識。此外，他們交流意見，並協助於本集團內宣揚職業安全及健康、質量及環境文化。

(I) WORKPLACE QUALITY *(Continued)*

Compliance with Employment Laws

We have adopted the comprehensive Employee Handbook for employees of the Group and review the policies from time to time to ensure that we comply with the Employment Ordinance in respect of employment protection and benefits for employees. Our human resource functions of different business units also observe the departmental manuals so as to ascertain that they adhere to legal and regulatory requirements throughout the recruitment process, and to avoid the employment of illegal labour or child and forced labour.

During the Year, the Group did not identify any non-compliance cases involving illegal labour or child and forced labour, and complied with all relevant laws and regulations relating to employment and labour practices.

(II) ENVIRONMENTAL PROTECTION

Environmental Stewardship

In view of the growing greenhouse effect and climate change, energy conservation, carbon reduction and minimising pollution have become global issue that could affect any one of us. As a responsible corporate citizen, the Group has established policies and measures to minimise pollution, efficiently utilise energy, reduce waste and expand recycling practices in our operation. Risk-based thinking, lifecycle perspective and mitigation have been incorporated into our management system to address the latest environmental challenges. The Group has established effective environmental management systems in compliance with internationally-recognised ISO 14001 and ISO 50001 standards. Committed to the core values of the Group, we have become the members of various environmental protection groups and actively supported these organisations.

The Company has adopted the climate change policy, which outlines the commitment of the Company to address the climate challenges by minimising pollution and protecting the environment by reducing waste generation and carbon footprint and enhancing recycling; making efficient use of resources; providing and promoting green building solutions and methodologies; and supporting the adoption of renewable energy to reduce the carbon footprint, etc.

We developed a “Chun Wo Environmental Handbook” and distributed to all project staff from management to frontline level. This handbook summarises the Group’s environmental policy, local statutory requirements and related mitigation measures which act as “one stop” guidelines to facilitate staff to deliver our services and products across a wide spectrum of compliance and risk management matters.

(I) 工作環境質素 *(續)*

遵守僱傭法例

我們已為本集團的僱員編製全面的僱員手冊及不時檢討該等政策，以確保我們遵守有關僱傭保障及僱員福利的僱傭條例。我們不同業務單位的人力資源部亦遵守部門手冊，以確保於整個招聘過程中符合法律及法規規定，以及杜絕僱用非法勞工或童工及強迫勞動。

於本年度，本集團並無發現任何涉及非法勞工或童工及強迫勞動的違規個案，並已遵守一切有關僱傭及勞工措施的相關法律及法規。

(II) 環境保護

環境管理

鑒於溫室效應及氣候變化加劇，節能、減碳及減少污染已成為與我們息息相關的全球議題。作為盡責的企業公民，本集團已制訂政策及採取措施，在營運過程中減少污染、有效使用能源、減廢及擴展回收措施。我們已於管理系統融入風險為本的思維、生命週期觀點及緩減措施，以解決最新的環境挑戰。本集團已按照國際認可的ISO 14001及ISO 50001標準，設立有效的環境管理系統。我們已加入多個環保團體成為會員並積極支持有關團體，致力實踐本集團的核心價值。

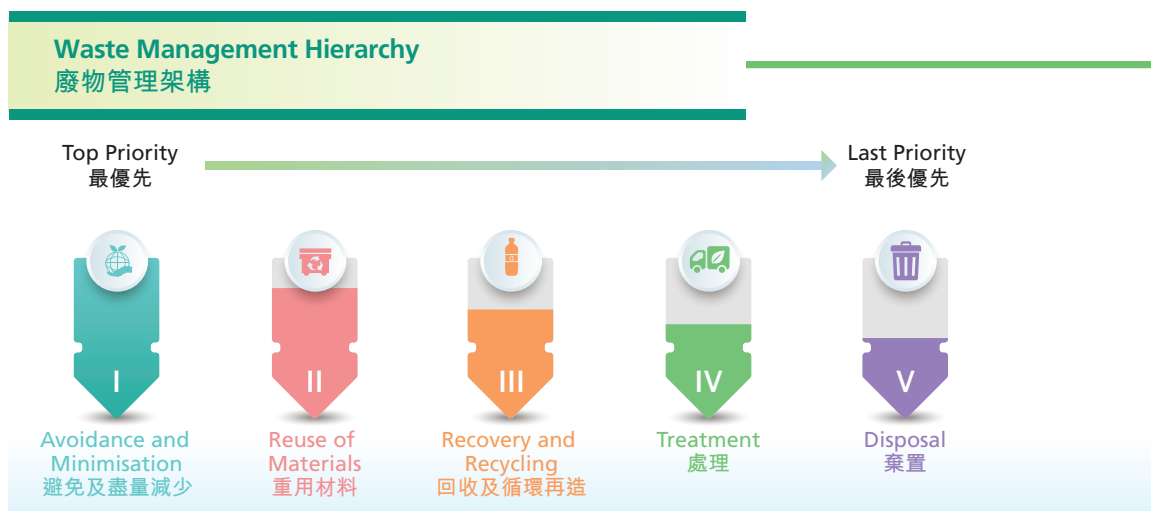
本公司已制定氣候變化政策，其載述本公司透過減少廢物產生和碳足印及提高循環再造以減少污染及保護環境；有效使用資源；提供及推廣綠色建築解決方案及方法；及支持採用可再生能源，以減少碳足印等方式以應對環境挑戰之承諾。

我們已制定「俊和環境手冊」並派發予管理層至前線的所有項目員工。該手冊概述本集團的環境政策、本地法例要求及相關緩解措施，作為「一站式」指引，促進員工在涉及廣泛的合規及風險管理事宜的情況下提供服務及產品。

(II) ENVIRONMENTAL PROTECTION (Continued)

Waste and Resources Management

Waste Management Hierarchy has been adopted on-site to reduce waste production and enhance recycling. With the continuation of our environmental protection measures, in view of the current business environment and nature and period of construction project, the Group targets to achieve a 5% drop in emissions and resources used per HK\$ million revenue for every five financial years commencing from the financial year of 2021.



(II) 環境保護 (續)

廢物及資源管理

為減少產生廢料及增加循環再造，我們已在工地內實施廢物管理架構。考慮到現時營商環境以及建築項目之性質及年期，本集團持續推行環保措施，旨在自2021財政年度起每五個財政年度，實現每百萬港元收益減少5%的排放量及資源使用。

	2024/25 Tonnes 噸	2023/24 Tonnes 噸
Waste recycled at public fill 於公眾填料循環再造的廢物	299,957	271,465
Soil reused by other project 由其他項目重用的泥土	108,212	149,896
Timber/paper/cardboard recycled (non-office waste) 循環再造的木材／廢紙／紙皮（非辦公室廢物）	401	719
Paper recycled (office paper) 循環再造廢紙（辦公室用紙）	7	0.48
Concrete recycled 循環再造混凝土	19,967	6,210
Metal recycled 循環再造金屬	3,935	2,504
Plastic recycled 循環再造塑膠	143	226
Total Waste Recycled and Reused 廢物循環再造及重用總計	432,622	431,020

(II) ENVIRONMENTAL PROTECTION (Continued)

Waste and Resources Management (Continued)

(II) 環境保護 (續)

廢物及資源管理 (續)

Examples of Waste Recycled and Reused 廢物循環再造及重用例子

Rocks, Soils, Concrete, Metal
石塊、泥土、混凝土、金屬
Construction and Demolition 工程及拆卸廢物



Other Construction Sites 其他建築工地
Paving Bricks 鋪路磚

Expired Safety Helmets 過期的安全頭盔
Damaged Water Barriers 損壞的注水路障
Traffic Cones 交通標桶



Plastic Strip/Pellet 膠條／膠粒

- ⊕ Recycled and Reused Over 95% of Construction Waste
循環再造及重用多於95%的工程廢物
- ⊕ Disposed Less Than 5% Waste Generated
棄置少於5%的已產生廢物
- ⊕ Reduce Waste Production and Enhance Recycling
減少產生廢料及增加循環再造
- ⊕ Decrease Pressure on Landfill Disposal
減輕堆填區的壓力



(II) ENVIRONMENTAL PROTECTION (Continued)

Waste and Resources Management (Continued)

"The Producer Responsibility Scheme on Waste Electrical and Electronic Equipment" covers air-conditioners, refrigerators, washing machines, television, computers, printers, scanners and monitors, our suppliers must be registered with Environmental Protection Department ("EPD") before distributing the above listed equipment. Our supplier must fulfill other statutory obligations such as the periodic submission of returns to the EPD, payment of recycling levies and providing recycling labels when distributing regulated electrical equipment.

The Mercury Control Ordinance aims to fully implement the Minamata Convention on Mercury in Hong Kong, with a view to protect human health and the environment from anthropogenic emissions of mercury and mercury compounds. The Company has strictly complied with the relevant ordinance when dealing with the pollutant. In addition, infrequent hazardous waste from demolition of old structures or equipment (e.g. asbestos), which accounted for less than 0.001% of the total waste generated has been separated and treated in accordance with local regulations.

(II) 環境保護 (續)

廢物及資源管理 (續)

「廢電器電子產品生產者責任計劃」覆蓋冷氣機、雪櫃、洗衣機、電視機、電腦、打印機、掃描器及屏幕，供應商在分銷上述名單的設備前須向環境保護署（「環保署」）登記。供應商須履行其他法定責任，如向環保署定期提交申報表、支付循環再造徵費及分銷受管制電器時貼上回收標籤。

汞管制條例旨在於香港全面實施關於汞的水俣公約，目的是保護人類健康與環境免受人為排放汞（俗稱「水銀」）及汞化合物引起的污染。本公司於處理有關污染物時已嚴格遵守相關條例。另外，來自拆卸舊建築或設備的不常見有害廢料（如石棉）佔所產生廢料總額不足0.001%，均按照本地規例隔離及處理。

Managing Resources and Energy Use in an Eco-friendly Manner

以環境友善的方式管理資源及能源使用

★ Implementing Eco-friendly actions in our offices and project sites to promote environmental awareness	★ 在辦公室及項目地盤推行環境友善行動，以提升環保意識
★ Phasing out traditional T8 tubes and replacing with energy saving T5 fluorescence tubes and LED lighting	★ 逐步淘汰傳統的T8光管，並以節能的T5螢光燈管及LED照明取代
★ Using of solar thermal energy for power (electricity) generation to reduce diesel use and hence carbon emissions	★ 運用太陽能發電，以減少使用柴油，從而減少碳排放
★ Reusing wastewater after sedimentation treatment for site cleaning, water suppression systems, wheel washing at site access, water barrier filling, etc.	★ 污水經沉澱處理後，循環再用於地盤清潔、灑水抑塵系統、於工地出入口清洗車輪及灌入注水路障等
★ Reusing recycled water for preliminary air lifting of bore piles	★ 將水循環再用於初步清洗鑽孔樁
★ Using seawater instead of freshwater for marine works	★ 於海洋工程使用海水代替淡水
★ Reusing water dripping from air-conditioners for roof sprinkler cooling systems and watering of plants of site office	★ 收集冷氣機滴水，循環再用於屋頂灑水降溫系統及為工地辦公室植物灌溉
★ Using noise barrier and enclosure to protect sensitive receivers	★ 運用隔音屏障及隔音罩保護易受噪音影響的群體
★ Minimising the use of generator	★ 盡量減少發電機的使用
★ Increasing the use of renewable energy by 5% every year	★ 每年增加使用可再生能源5%
★ Implementing IoT-integrated energy management systems which enable real-time monitoring and optimisation of energy usage	★ 實施可實時監控及優化能源使用的物聯網整合能源管理系統

Aim: Maximise the Benefits in Environmental Protection, Energy Efficiency and Carbon Footprint Reduction

目標：發揮環境保護、能源效益及減少碳足印的最大益處

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Measures

It is our unshirkable responsibility to provide and promote green building solutions and methodologies to create sustainable cities and contribute towards climate change. Sustainability designs and construction methods have been initiated in our project sites with developed mitigation measures to protect our environment, reduce waste generation and enhance recycling.

Eco-friendly Actions at Construction Sites (Green Construction Methods)

於工地的環境友善行動（綠色建築方法）

Water Pipes Recycling

- ★ Alteration as mobile office and resting area
- ★ Equipped with solar energy panels for site office and workers welfare facilities
- ★ The generated electricity is used for powering the computers, televisions and electric fans inside, and for phone charging

Use of Enertainer

- ★ Zero diesel fumes with 85% less carbon dioxide emission
- ★ Backend platform is equipped for energy usage analysis

Noise Reduction

- ★ Use of drill and split for rock breaking, replacing traditional noisy breaker, reducing noise emanating from sites
- ★ Use of silent piler for sheet piling, replacing noisy percussive piling

Waste Reduction

- ★ Use of more durable aluminum modules and steel formworks, replacing traditional timber formworks, for wall and column construction, reducing waste generation
- ★ Reuse excavated soil and rock in other contracts

B5 Biodiesel

- ★ Lower well-to-wheel carbon dioxide emission compared with conventional diesel

(II) 環境保護（續）

環保措施

我們對提供及推廣綠色建築解決方案以及打造可持續發展城市及應對氣候變化責無旁貸。我們已於項目地盤採用可持續設計及建造方法，使用成熟的緩減措施以保護環境、減少廢物產生及提高循環再造。

水管循環再造

- ★ 改建作為流動辦公室及休息區
- ★ 為地盤辦公室及工人福利設備配置太陽能板
- ★ 產生的電力為室內的電腦、電視機及電風扇供電及為手機充電

使用淨能櫃

- ★ 柴油產生的廢氣為零，二氧化碳排放減少85%
- ★ 後端平台具備能源使用分析功能

減少噪音

- ★ 使用鑽機及分割工具進行碎石，替代傳統且嘈吵的軋碎機，降低地盤現場產生的噪音
- ★ 使用無聲打樁機，替代撞擊式打樁

減少廢物

- ★ 在結構工序進行時使用更耐用的鋁模組及鋼模板，替代傳統的木模板，減少廢物的產生
- ★ 於其他合約重用已挖掘的泥土及石塊

B5生物柴油

- ★ 與傳統柴油相比，降低從油井到車輛的二氧化碳排放

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Measures (Continued)

Eco-friendly Actions at Construction Sites (Green Construction Methods)

於工地的環境友善行動 (綠色建築方法)

Use of Natural Resources

- ★ Use of seawater instead of freshwater for marine works (predrilling, piling and airlifting)
- ★ Surplus rocks and soils are reused by other projects instead of disposal

Building Information Modelling

- ★ Improve coordination and clash detection, reduce the amount of unnecessary remedial works with true representation of the actual construction condition
- ★ Estimate material quantities precisely, avoid surplus of materials
- ★ Facilitate off-site pre-casting of modules, reduce use of formwork materials
- ★ Reduce of carbon dioxide emission with reduction in amount of rework, construction and demolition waste and number of construction plant on site

(II) 環境保護 (續)

環保措施 (續)

使用天然資源

- ★ 於海洋工程 (預鑽孔、打樁及空運) 使用海水代替淡水
- ★ 於其他項目重用剩餘的石塊及泥土代替棄置

建築信息模擬

- ★ 改善協調及碰撞檢查及減少不必要的修補工作，清晰反映實際施工狀況
- ★ 精確估算材料數量，避免材料過剩
- ★ 促進在地盤外預製模組，減少模板工序中使用的材料
- ★ 透過降低翻工量、工程及拆卸廢物及工地中的建築機械數量來減少二氧化碳排放

Eco-Friendly Actions at Offices

於辦公室的環境友善行動

Carbon Emission Monitoring System

- ★ Paperless meetings
- ★ Switching off lighting and appliances (computers and monitors) during lunch hours
- ★ Maintaining indoor temperature between 24°C and 26°C in summer

Eco-renovation

- ★ Applying energy-saving lighting
- ★ Utilising natural light in interior design
- ★ Reusing old furniture

On-Grid Solar System

- ★ Operating in parallel with the electricity grid of the site for supplementing the foil-based generation and protecting environment

碳排放監控系統

- ★ 無紙會議
- ★ 於午膳時間關掉照明及裝置 (電腦及屏幕)
- ★ 於夏季維持室內溫度介乎攝氏24度至26度

環保裝修

- ★ 使用節能照明
- ★ 在室內設計上善用自然光源
- ★ 重用舊傢俱

併網型太陽能系統

- ★ 與工地的輸電網絡配合使用，以補充以箔為本的發電以及保護環境

(II) ENVIRONMENTAL PROTECTION (Continued)

Digitisation of Environmental Data

In our civil engineering and building construction projects, environmental data digitisation has become increasingly popular. This trend allows us to minimise human error raised from data processing and provide instant feedback for our staff to response timely on the project's emission and waste figures. Meanwhile, the digitised environmental data can be made public, which can increase transparency in emission and waste generation. We therefore developed a carbon emission platform and implemented in projects, this platform would be connected with IOT sensors on site and allows us to consolidate the related real time carbon emission, moreover, based on the data we collected and we can review and make improvement on the carbon emission performance from time to time.

We also understand the importance of creating a culture of innovation and collaboration in the construction industry. We have successfully collaborated with government, institutions and other stakeholders to explore the innovative environmental approaches such as:

- ★ Collaboration with EPD for the CEasy System for Electronic Chit Ticket System Pilot Scheme
- ★ Collaboration with Lingnan University for Smart Intelligent GeoAI Mosquito Killer Device
- ★ Collaboration with Hong Kong Construction Association for "ESG Recognition Scheme" and "Carbon Smart Scheme"

Environmental Performance

The Group has established a comprehensive group-wide carbon audit system which extended the scope of carbon audit to monitor emission data of different business units under the Group. The Group has developed policy of controlling greenhouse gas emission, and managing our fuel and electricity usage through deployment of high efficiency equipment for better use of resources.

The Group supports low carbon construction and is a signatory member of "Low Carbon Charter" of Business Environmental Council. We support greater use of electric plant and equipment and low carbon alternative fuels (e.g. biodiesel) where electrification is not possible. We use B5 biodiesel, renewable energy system (e.g. solar power) and mass battery energy storage to reduce carbon emission from sites.

(II) 環境保護 (續)

環境數據數碼化

在我們的土木工程及樓宇建築項目中，環境數據數碼化愈趨普及。此趨勢使我們能夠減少因數據處理造成的人為錯誤，並向員工提供即時反饋以便及時應對項目排放及廢物數據。同時，數碼化的環境數據可供公眾查閱，增加排放及廢物產生的透明度。因此，我們開發了一個碳排放平台，供各個項目採用，此平台將與現場的物聯網感應器連接，讓我們可以整合相關的即時碳排放數據，亦可以根據我們收集的數據不時檢視及改善碳排放績效。

我們亦理解在建築界締造創新合作文化的重要性。我們成功與政府、機構及其他持份者合作，探索創新的環保方針，例如：

- ★ 與環保署合作推行電子載運入帳票系統先導計劃築好運系統
- ★ 與嶺南大學合作開發智能GeoAI滅蚊裝置
- ★ 與香港建造商會合作推行「可持續發展嘉許計劃」及「碳智能計劃」

環保績效

本集團已設立全面涵蓋集團整體的碳審計系統，並將碳審計範圍擴展至監測本集團不同業務單位的排放數據。本集團已制定控制溫室氣體排放的政策，以及透過安裝高效設備管理燃料使用量及用電量，促進資源運用得宜。

本集團支持低碳建築，並簽署加入商界環保協會的《低碳約章》。在不容許電氣化的情況下，我們支持提高發電廠及設備以及低碳替代燃料（如生物柴油）的使用率。我們使用B5生物柴油、可再生能源系統（如太陽能）及大規模的電池儲能，以減少工地產生的碳排放。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Performance (Continued)

The Key Performance Indicators (“KPI(s)”) demonstrating our Group’s performance under the environmental area are disclosed as follows:

KPIs	Description
關鍵績效指標	描述
Aspect A1 層面 A1	Emissions 排放物
A1.1	The types of emissions and respective emissions data 排放物種類及相關排放數據 Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節
A1.2	Greenhouse gas emissions and intensity 溫室氣體排放量及密度
Scope 1 範圍1 Direct Emissions (tonnes CO₂e) 直接排放（噸二氧化碳當量） 2024/25 20,612 2023/24 15,293 Scope 2 範圍2 Energy Indirect Emissions (tonnes CO₂e) 能源間接排放（噸二氧化碳當量） 2024/25 6,011 2023/24 9,719 Total (tonnes CO₂e) 總計（噸二氧化碳當量） 2024/25 2023/24 26,623 25,012 Intensity (tonnes CO₂e per HK\$ million revenue) 密度（噸二氧化碳當量／每百萬港元收益） 2024/25 2023/24 2.9 2.8	
A1.3 & A1.4	Total hazardous waste and non-hazardous waste produced and intensity 所產生有害及無害廢棄物總量及密度
Hazardous Waste (tonnes) 有害廢棄物（噸） 2024/25: 0.27 2023/24: 78 Intensity (tonnes per HK\$ million revenue) 密度（噸／每百萬港元收益） 2024/25: 0.00003 2023/24: 0.01 Non-hazardous Waste (tonnes) 無害廢棄物（噸） 2024/25: 452,957 2023/24: 470,902 Intensity (tonnes per HK\$ million revenue) 密度（噸／每百萬港元收益） 2024/25: 50.0 2023/24: 53.6	
A1.5	Description of emission target(s) set and steps taken to achieve them 描述所設定的排放目標及為達致目標所採取的步驟 Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節

(II) 環境保護 (續)

環保績效 (續)

反映本集團於環境方面績效之關鍵績效指標 (「關鍵績效指標」) 如下：

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Performance (Continued)

(II) 環境保護 (續)

環保績效 (續)

KPIs 關鍵績效指標	Description 描述																																	
A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them 描述處理有害及無害廢棄物的方法，以及描述所設定的減廢目標及為達致目標所採取的步驟 Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節																																	
Aspect A2 層面 A2	Use of Resources 資源使用																																	
A2.1	Direct and/or indirect energy consumption by type in total and intensity 按類型劃分的直接及／或間接能源總耗量及密度 <table><tr><td></td><td> Electricity (kWh) 用電量 (千瓦時) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>15,817,321</td><td>24,861,766</td></tr></table></td><td> Intensity (kWh per HK\$ million revenue) 密度 (千瓦時／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>1,746.8</td><td>2,832.0</td></tr></table></td></tr><tr><td></td><td> Diesel (Litre) 柴油 (升) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>7,434,792</td><td>5,448,542</td></tr></table></td><td> Intensity (Litre per HK\$ million revenue) 密度 (升／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>821.1</td><td>620.6</td></tr></table></td></tr><tr><td></td><td> Petrol (Litre) 汽油 (升) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>356,555</td><td>332,506</td></tr></table></td><td> Intensity (Litre per HK\$ million revenue) 密度 (升／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>39.4</td><td>37.9</td></tr></table></td></tr></table>		Electricity (kWh) 用電量 (千瓦時) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>15,817,321</td><td>24,861,766</td></tr></table>	2024/25:	2023/24:	15,817,321	24,861,766	Intensity (kWh per HK\$ million revenue) 密度 (千瓦時／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>1,746.8</td><td>2,832.0</td></tr></table>	2024/25:	2023/24:	1,746.8	2,832.0		Diesel (Litre) 柴油 (升) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>7,434,792</td><td>5,448,542</td></tr></table>	2024/25:	2023/24:	7,434,792	5,448,542	Intensity (Litre per HK\$ million revenue) 密度 (升／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>821.1</td><td>620.6</td></tr></table>	2024/25:	2023/24:	821.1	620.6		Petrol (Litre) 汽油 (升) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>356,555</td><td>332,506</td></tr></table>	2024/25:	2023/24:	356,555	332,506	Intensity (Litre per HK\$ million revenue) 密度 (升／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>39.4</td><td>37.9</td></tr></table>	2024/25:	2023/24:	39.4	37.9
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A2.2	Water consumption in total and intensity 總耗水量及密度 <table><tr><td></td><td> Water consumption (m³) 耗水量 (立方米) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>343,517</td><td>298,810</td></tr></table></td><td> Intensity (m³ per HK\$ million revenue) 密度 (立方米／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>37.9</td><td>34.0</td></tr></table></td></tr></table>		Water consumption (m³) 耗水量 (立方米) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>343,517</td><td>298,810</td></tr></table>	2024/25:	2023/24:	343,517	298,810	Intensity (m³ per HK\$ million revenue) 密度 (立方米／每百萬港元收益) <table><tr><td>2024/25:</td><td>2023/24:</td></tr><tr><td>37.9</td><td>34.0</td></tr></table>	2024/25:	2023/24:	37.9	34.0																						
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A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them 描述所訂立的能源使用效益目標及為達致目標所採取的步驟 Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節																																	

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Performance (Continued)

(II) 環境保護 (續)

環保績效 (續)

KPIs 關鍵績效指標	Description 描述
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them 描述求取適用水源上是否有任何問題，以及所訂立的用水效益目標及為達致目標所採取的步驟
	Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節
A2.5	Total packaging material used for finished products and, if applicable, with reference to per unit produced 製成品所用包裝材料的總量及(如適用)每生產單位佔量
	Disclosure of packing material is omitted since it is not identified as material aspect in the business of the Group. 由於包裝材料未被識別屬於本集團之重要業務方面，因此省略包裝材料之披露
Aspect A3 層面 A3	The Environment and Natural Resources 環境及天然資源
A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動
	Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節
Aspect A4 層面 A4	Climate Change 氣候變化
A.4.1	Description of the significant climate-related issues which have impacted, and those which may impact the issuer, and the actions taken to manage them 描述已經及可能對發行人產生影響的重大氣候相關事宜，以及管理相關事宜的行動
	Please refer to the section headed “ENVIRONMENTAL PROTECTION” above 請參見上文「環境保護」一節

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Awards

Our Group's efforts in contributing to environmental protection have been recognised by the community with the following environmental awards received during the Year:

(II) 環境保護 (續)

環保獎項

本集團在環保方面的貢獻備受社會肯定，並於本年度榮獲以下環保獎項：

Hong Kong Green Organisation Certification 香港綠色機構認證

Environmental Campaign Committee (ECC)
環境運動委員會 (環運會)

- 4 Wastewise Certificates — Excellent Level
4 項減廢證書 — 卓越級別
- 3 Wastewise Certificates — Good Level
3 項減廢證書 — 良好級別
- 1 Energywise Certificates — Excellent Level
1 項節能證書 — 卓越級別
- 2 Energywise Certificates — Good Level
2 項節能證書 — 良好級別

Hong Kong Green and Sustainability Contribution Awards — 2024 香港綠色和可持續貢獻大獎 — 2024

HKQAA
香港品質保證局

- 2 Outstanding Awards for Contribution to Livable City Construction (Contractor) — Promote Eco-friendly Construction
2 項傑出宜居城市建築貢獻大獎 (承建商) — 推動環保施工
- 4 Gold Seal for Contribution to Livable City Construction (Contractor) — Promote Eco-friendly Construction
4 項宜居城市建築貢獻金章 (承建商) — 推動環保施工

30th Considerate Contractors Site Award Scheme (CCSAS) 第30屆公德地盤嘉許計劃

Development Bureau
發展局

- 1 Considerate Contractors Site Award (CCSA) (Bronze)
1 項公德地盤獎 — 銅獎
- 2 Considerate Contractors Site Awards (CCSA) (Merit)
2 項公德地盤獎 — 優異獎

UNSDG Achievement Awards Hong Kong 2024 聯合國可持續發展目標香港成就獎2024

Green Council
環保促進會

- 5 Project Awards — Recognised Project
5 項項目獎項 — 獲認可項目

(II) ENVIRONMENTAL PROTECTION (Continued)

Environmental Awards (Continued)

(II) 環境保護 (續)

環保獎項 (續)

Hong Kong Green Awards 2024 香港綠色企業大獎2024

Green Council
環保促進會

- 1 Green Management Award — Project Management (Large Corporation) — Gold
1 項優越環保管理獎 — 項目管理 (大型企業) — 金獎
- 4 Green Management Awards — Project Management (Large Corporation) — Silver
4 項優越環保管理獎 — 項目管理 (大型企業) — 銀獎
- 3 Green Management Awards — Project Management (Large Corporation) — Bronze
3 項優越環保管理獎 — 項目管理 (大型企業) — 銅獎
- 3 Green Management Awards — Project Management (Large Corporation) — Merit
3 項優越環保管理獎 — 項目管理 (大型企業) — 優異獎
- 3 Environmental, Health and Safety Awards (Large Corporation) — Bronze
3 項超卓環保安全健康獎 (大型企業) — 銅獎

2023 Hong Kong Awards for Environmental Excellence 2023 香港環境卓越大獎

Hong Kong Awards for Environmental Excellence
香港環境卓越大獎

- 2 Hong Kong Awards for Environmental Excellence — Merit
2 項香港環境卓越大獎 — 優異獎

HKCA ESG Recognition Scheme 香港建造商會「可持續發展嘉許計劃」

Hong Kong Construction Association
香港建造商會

- Environmental Merit Award
環境優異獎

iRecycle Sustainability Award 愛回收可持續發展大獎

iRecycle Charity Foundation
愛回收慈善基金

- iRecycle Sustainability Award
愛回收可持續發展大獎

HKCA HK Construction Environmental Awards 2024 香港建造商會香港建築環保大獎 2024

Hong Kong Construction Association
香港建造商會

- 2 Environmental Merit Awards
2 項環境優異獎

(III) OPERATING PRACTICES

We are committed to solving problems by intelligence and fulfil customer satisfaction by developing and adopting innovation and technology in operation and providing high quality products and services, with complying with internationally recognised standards, endeavoring to be a dynamic and responsible enterprise.

Innovation

We are dedicated to developing innovation technologies for construction. In 2016, we launched our innovation brand “Inno@ChunWo”, with an aim to elevate construction techniques and at the same time attract a younger generation to start their career in innovation and construction.

Our successful research and development outcomes can be categorised into five main area, including “Off-Site Construction”, “Advanced Technology & Materials”, “Robotics and Automation”, “Digital Transformation — Smart Site” and “E-procurement”.

“Off-Site Construction”

Our company has successfully adopted innovative MiC technology, which represents a state-of-the-art construction method that intensively speeds up our projects’ operations while enhancing productivity, safety and sustainability.

To further enhance our MiC capabilities, we have developed a comprehensive modular system, which includes our patented “Wall Connection Technology” in collaboration with a joint venture partner. Such breakthrough technology has successfully overcome the limitations of traditional construction and MiC technology by reducing wall thickness to meet the market’s demand for larger living spaces. This more cost-effective and utilisable technique not only speeds up the construction process but also enhances the quality of the final product. Our commitment to adopting and enhancing MiC technology demonstrates our dedication to environmental sustainability and social responsibility.

(III) 營運慣例

我們致力於以智慧解決問題，並通過於運營中開發和採用創新和技術，提供高品質的產品和服務，以滿足客戶的需求，同時遵守國際公認的標準，成為一家不斷發展和負責任的企業。

創新

我們致力於開發建造業的創新技術。於2016年，我們推出創新品牌「Inno@ChunWo」，旨在提升建築技術，同時吸引年輕一代在創新及建築領域開展職業生涯。

我們的成功研發成果可分為五大領域，包括「裝配式建築」、「先進技術及材料」、「建造機械化」、「數碼轉型 — 智能工地」及「電子採購」。

「裝配式建築」

本公司已成功採用創新的組裝合成建築法技術，該技術為一種最先進的施工方法，在提高生產力、安全性及可持續性的同時，亦集中加快項目的運作。

為了進一步提高我們的組裝合成建築法能力，我們已開發全面的模塊式系統，其中包括我們與一位合作夥伴合作的專利「牆壁連接技術」。此項突破性技術成功克服傳統建築及組裝合成建築法技術的局限性，通過減少牆壁厚度來滿足市場對更大生活空間的需求。該技術更具成本效益及可利用性，不僅加快施工進度，亦可提高製成品的品質。我們致力於採用及加強組裝合成建築法技術，展現我們在實踐環境可持續性及社會責任的奉獻及努力。

(III) OPERATING PRACTICES (Continued)

Innovation (Continued)

“Advanced Technology & Materials”

We have worked with Nano and Advanced Materials Institute to develop the Repaired Repair Mortar Material (“R²M²”), which can be deployed in buildings to quickly repair areas of concrete spalling. R²M² contains stainless steel fibres which can recover the lost loading capacity of corroded rebar and resist tensile loads for slabs. This technology eliminates the need for rebar lapping and good concrete breaking, surpassing the conventional repair method in terms of cost and time. With this time-saving repair method, we can reduce the volume of concrete breaking, produce less noise, dust and construction waste, and minimise the impact to users of the building and nearby residence.

“Robotics and Automation”

A research project with The Chinese University of Hong Kong on “Hybrid Cable-Driven Serial Robot for Exterior Facade Window Cleaning and Wall Painting” is able to assist the building services industry. Such technology may tackle the issue arisen from the increasing demand and lack of workers, high number of workers approaching retirement, labour intensive and hard work, dangerous and harsh conditions, and increase quality and lower costs. Besides, following the development of cable robot, we are able to prevent accidents by automating or remotely controlling risky exterior facade works.

“Digital Transformation — Smart Site”

We are actively researching smart site and related hardware and systems to reduce environment and health impacts, several examples are as follows:

- ★ Environmental Monitoring System: Internet of Things sensors to detect surrounding environment and automate deployment of countermeasure systems to reduce impacts to nearby residents and workers
- ★ Auto detecting the site working environment e.g. temperature, humidity, dust and noise level
- ★ Automatically switch on/off the sprinklers and cooling fan when the figures are above/below the limit

(III) 營運慣例 (續)

創新 (續)

「先進技術及材料」

我們與納米及先進材料研發院合作開發快速修補砂漿材料(「R²M²」)，該材料可運用於建築物上，以快速修復混凝土剝落的區域。R²M²含有不銹鋼纖維，可恢復鏽蝕鋼筋失去的承載力，並為板材抵禦拉伸載荷。此項技術消除了鋼筋搭接及良好的混凝土破損的需要，在成本及時間上超越了傳統的修復方法。通過該節省時間的修復方法，我們可以減少混凝土的破損量，減少產生噪音、灰塵及建築廢料，並將對建築物的用戶及附近住宅的影響降至最低。

「建造機械化」

我們與香港中文大學合作的研究項目「用於外牆窗戶清洗及牆面粉刷的混合電纜驅動的串聯機器人」，有助協助建築服務行業。該技術可有助解決工人需求的不斷增加及短缺、大量工人即將退休、勞動密集及艱苦的工作、危險及惡劣環境問題，以及可提高品質及降低成本。此外，隨著電纜機器人的發展，我們能夠通過自動化或遠端控制有風險的外牆工程以防止事故發生。

「數碼轉型 — 智能工地」

我們正在積極研究智能工地及相關硬件及系統，以減少對環境及健康的影響，例子如下：

- ★ 環境監控系統：物聯網感測器檢測周圍環境並自動部署對策系統，以減少對附近居民及工人的影響
- ★ 自動檢測現場工作環境，如溫度、濕度、灰塵及噪音水平
- ★ 當數值高於／低於限值時，自動打開／關閉噴水器及冷卻風扇

(III) OPERATING PRACTICES *(Continued)*

Innovation *(Continued)*

“Digital Transformation — Smart Site” *(Continued)*

- ★ Confined Space Monitoring System
- ★ Check status of worker, harmful gas monitoring, temperature monitoring and real-time alert system

“E-procurement” & Project Document Management

Mattex Asia Development Limited, a subsidiary of the Company, has launched an online construction material procurement and project document management platform called “eMat”. It has been adopted by multiple construction projects to digitally transform their submission documents and material procurement procedures throughout their projects. The platform included different modules brings together developers, consultants, main contractors, sub-contractors and suppliers for all-rounded material management. It fully utilises cloud data processing mode as well as mobile application, enabling users to centrally manage different stages of material, from getting material approval by clients, obtaining all purchase requests from projects, confirming orders with suppliers, arranging delivery, recording goods receipt and reconciling invoice.

Through the utilisation of our Submission Management Module, contractor team can centrally store relevant content to a submission on our scalable cloud solution. Readied submission documents are transmitted to its target audience in digital form, along with its electronic Document Management System integration, has eliminated the need for projects to deliver these documents via paper-based mediums, while improving the efficiency and transparency amongst project participants.

To help identify green products during the material procurement process, our Transaction Management Module has provided key features for suppliers to identify which one of their products being green certified, and the official certification can be uploaded and published to the platform, to allow it to be shortlisted when purchasers seek for eco-friendly materials.

(III) 營運慣例 *(續)*

創新 *(續)*

「數碼轉型 — 智能工地」*(續)*

- ★ 密閉空間監控系統
- ★ 檢查工人的狀態、有害氣體監測、溫度監測及實時警報系統

「電子採購」及項目文件管理

本公司之附屬公司材迅亞洲發展集團有限公司推出了名為「eMat」的在線建築材料採購和項目文件管理平台。eMat已被多個工程項目採用，以數碼化各項目的物料審批文件和物料採購流程。該平台內包含了不同模組連繫著發展商、顧問、總承建商、分判商及供應商以進行全方位的物料管理。平台充分利用雲端數據處理模式和手機應用程式，使各用家能集中管理物料的各個階段，從客戶審批物料、獲取項目所有採購申請、與供應商確認訂單、安排發貨、記錄收貨，以至核對發票。

通過利用我們的物料審批管理模組，承建商團隊可以在我們的可擴展雲端解決方案上集中儲存與提交相關內容。完整的審批文件可以數碼形式傳送至其目標受眾，再加上電子文件管理系統的配合，項目之間不再需要通過紙質媒介傳閱這些文件，同時亦提高了項目參與者之間的效率和透明度。

為了幫助在材料採購過程中識別綠色產品，我們的交易管理模組提供了關鍵功能，讓供應商標記其擁有綠色認證的產品，以及於平台上傳並發佈相關的官方認證，以允許當採購商尋求環保物料時，將其列入候選名單內。

(III) OPERATING PRACTICES *(Continued)*

Supply Chain Management

We recognise that supply chain management is essential to operational efficiency and therefore work closely with suppliers and contractors to effectively and efficiently meet our clients' needs, while emphasising responsible operating practices.

The Group is stringent in selecting qualified suppliers, ensuring that their entire production process is in line with our standards and specifications. Not only do we require our new suppliers to submit all relevant documents for review, we also run background checks to evaluate their reliability. We conduct regular inspections and evaluations to review the standards of our suppliers and cease cooperation with unqualified suppliers. We are committed to developing and maintaining effective and mutually fruitful working relationships throughout our entire supply chain.

The Group also puts forward new requirements on the products and services provided by suppliers are up to the international standard in terms of quality and environmental protection, motivating the suppliers to formulate appropriate environmental policies and promoting energy-saving emission reduction and low-carbon production. Regular meetings between the Group and suppliers would be held for communicating and sharing the experience of environmental protection.

During the Year, the transacted suppliers engaged by the Group in Hong Kong, the PRC and overseas are 514, 13 and 5 respectively.

(III) 營運慣例 (續)

供應鏈管理

我們了解供應鏈管理乃提升營運效率不可或缺的一環，因此我們與供應商及承建商緊密合作，務求以行之有效及高效率的方式迎合客戶需求，同時重視負責任的營運方式。

本集團嚴格挑選合資格供應商，確保其整個生產過程均符合我們的標準及規格。我們不但要求新供應商提交所有相關文件以供審閱，亦會進行背景調查，以評估其可靠性。我們定期進行巡查及評估，以檢視供應商的標準，並會終止與不合資格的供應商合作。我們致力在整體供應鏈中發展及維持有效及互惠的合作關係。

此外，本集團對供應商提供的產品及服務推出新規定，在質素及環保方面須達到國際標準，以鼓勵供應商制定適當的環境政策及提倡節能減排及低碳生產。本集團與供應商舉行定期會議，以交流及分享環保經驗。

於本年度，本集團於香港、中國及境外委聘且有交易的供應商分別有514名，13名及5名。

By Region	按地區劃分	No. of Suppliers 供應商數量
Hong Kong	香港	514
PRC	中國	13
Overseas	境外	5

(III) OPERATING PRACTICES *(Continued)***Product/Service Responsibility**

We understand that good quality products and services are keys to success and enhance our competitive edge. Based on this belief, the Group has established the Quality Management System embedded with risk-based thinking, life-cycle perspective and mitigations. Such system is implemented by reliable business teams, ensuring the quality of our products and services as well as efficiently handling of all queries from our clients. The heads of individual divisions discuss any particular incident related to our products and services with the relevant division managers, project managers, supporting departments and committees. They share their views regarding various aspects of good standards and statutory compliance. Corresponding improvement plans are set out and implemented across all levels. The senior management also regularly conducts reviews with business units and takes necessary precautionary measures whenever applicable.

We maintain reliable electronic and hard copy recording systems at various stages, including material delivery notes, origin certificates, method statements, traceability records, inspection and testing reports, etc., to facilitate any needs for a recall. Recall procedures are traced through our recording system to obtain relevant information to make decisions on any further action that may be necessary.

The Group implements stringent quality control measures including detailed operational flows and procedures, project management and staff training to ensure that we deliver high quality services to our clients. In recognition of our quality assurance, our various subsidiaries have been accredited with ISO 9001 quality management system standard and ISO 10002 customer management system standard to sustain our business position. Through the ISO 9001 quality management system and ISO 10002 customer management system, the internal and external factors are determined to support the Group's strategic direction.

Applicable laws and regulations governing property development and assets leasing are being complied with, and practices are being conformed to those promulgated by Lands Department, Buildings Department and Planning Department. In property development projects, from design to after-sales care, health and safety considerations are taken into account and that the Group is committed to the delivery of high-quality products and services to the satisfaction of customers.

(III) 營運慣例 *(續)***產品／服務責任**

我們明白優質產品及服務乃成功的關鍵，且可提升我們的競爭優勢。本集團基於此信念，設立了品質管理系統，融入風險為本思維、生命週期觀點及緩減措施。此系統由可靠的業務團隊付諸實行，確保產品與服務質素以及迅速處理客戶的所有查詢。各分部主管與相關分部經理、項目經理、支援部門及委員會討論任何關於產品及服務的特定事件。他們交流良好標準及合規等各方面的意見，制訂相應改善計劃，並於各級推行。高層管理人員亦定期與業務單位進行檢討，並在適當情況下採取必要的預防措施。

我們設有可靠的電子及紙本文件記錄系統，涵蓋不同工作階段，包括物料發貨單、產地來源證、施工說明書、追溯記錄、檢查及測試報告等，以便應付任何召回需要。召回程序會透過我們的記錄系統加以追溯，以取得相關資料，決定所需的進一步行動。

本集團實施嚴格的品質控制措施（包括詳盡的營運流程及程序、項目管理及員工培訓），以確保我們向客戶提供高品質的服務。作為對我們質量保證的認可，多間附屬公司已獲得ISO 9001質量管理體系標準認證及ISO 10002客戶管理體系標準認證，以維持我們的業務地位。透過ISO 9001質量管理體系及ISO 10002客戶管理體系，確定內部及外部因素以支持本集團的戰略方向。

本集團已遵守管理物業發展及資產租賃的適用法律及法規，其慣例亦符合地政總署、屋宇署及規劃署頒佈之規條。在物業發展項目方面，健康及安全在設計直至售後服務階段均為重點考量因素，本集團亦竭力提供優質產品及服務，令客戶滿意。

(III) OPERATING PRACTICES *(Continued)*

Product/Service Responsibility *(Continued)*

To address regulatory requirements in the context of property sales, in addition to internal staff members, external legal advisors and professional consultancy firms are appointed to advise on the compliance of relevant laws and regulations, particularly the Residential Properties (First-hand Sales) Ordinance which regulates the provisions of sales brochures, promotional advertisements, price lists, show flats, viewing of properties, sales arrangements, execution of agreements, register of transactions and the like, as well as observance and performance of the conditions set out in the Land Grant and/or the pre-sale consent under the Lands Department Consent Scheme.

Our security and facility management divisions, City Services Group, also adopt control measures in respect of routine operations and comply with the relevant laws and regulations, especially the license requirements under the Property Management Services Ordinance (Cap. 626) and Security and Guarding Services Ordinance (Cap. 460), in order to ensure efficiency, quality assurance and uniformity of performance. During the Year, the divisions received several awards in the aspects of property safety management and security services, which affirms our efforts in maintaining occupational safety and health and our professionalism in the industries.

In the view of the feedback from customers, we treat it seriously and view it as means to consistently improve the quality of our products and services we offer. The Group has standard procedures in place to deal with the client's feedback. Upon receiving any feedback, the Group, subject to the situation, will take action and keep track of its settlement, ensuring every feedback being handled properly. During the Year, the Group was not aware of any cases of complaints or products recall related to safety and health reasons.

Intellectual Property Rights

The Group is committed to ensuring the intellectual property rights throughout its course of operation. We primarily rely on the intellectual property laws in Hong Kong, confidentiality agreements and internal policies to protect all intellectual property related to the Group and operations. The employee handbook stipulates the code and provision that require our employees to comply.

(III) 營運慣例 *(續)*

產品／服務責任 *(續)*

針對有關物業銷售的監管規定，除內部員工外，我們委聘外部法律顧問及專業顧問公司以就遵守有關法例及法規提供意見，特別是一手住宅物業銷售條例（該條例規管售樓說明書、宣傳廣告、價單、示範單位、參觀物業、銷售安排、簽立合約、成交紀錄冊等事項），以及遵守及履行批地檔及／或地政總署預售樓花同意方案下預售同意書所載條件。

我們的保安及設施管理分部城市服務集團亦就日常營運採取監控措施，並遵守有關法律及法規，尤其是第626章《物業管理服務條例》及第460章《保安及護衛服務條例》下的牌照要求，以確保高效、優質及貫徹的表現。於本年度，該等分部於物業安全管理及保安服務方面獲得多個獎項，肯定了我們於維護職業安全及健康方面的努力以及我們於行業中的專業精神。

我們認真看待客戶的意見，並視之為持續改善所提供產品及服務質素的方式。本集團已制定標準化流程處理客戶的意見。當接獲任何意見時，本集團會因應情況採取行動及跟進有關事件的處理情況，確保每個意見均得到妥善處理。於本年度，本集團並不知悉任何涉及安全及健康理由的投訴個案或產品召回。

知識產權

本集團在整個營運過程中致力保障知識產權。我們主要依照香港的知識產權法、保密協議及內部政策保護所有有關本集團及營運的知識產權。僱員手冊訂明僱員須遵守的守則及條文。

(III) OPERATING PRACTICES *(Continued)*

Intellectual Property Rights *(Continued)*

Intellectual Property Manager Scheme

City Services Group has enrolled in the Intellectual Property Manager Scheme organised by the Intellectual Property Department to enhance our intellectual property manpower capacity and grasp the opportunities brought by intellectual property trading. By enrolling in the Intellectual Property Manager Scheme, we have taken a proactive step towards enhancing our intellectual property management capabilities. We have appointed a dedicated in-house intellectual property manager who has completed the training course and is responsible for overseeing our intellectual property assets.

Data Protection and Privacy Policies

Our privacy protection policy strictly prohibits all employees from revealing any confidential information, including customer data. To ensure the security and prevent any misuse or abuse, access to consumer data, project-related information, and other sensitive data is controlled through access rights. The Group consistently adheres to the Personal Data (Privacy) Ordinance and regularly reviews our personnel and business practices to ensure compliance.

In 2020, the Information Security Policy was introduced to govern the Company's information, comprising a collection of regulations focused on securing the Company's information and data.

Anti-corruption

The Group places great importance on honesty, integrity, and fair play as they greatly contribute to the value of our assets and business. It is crucial for all employees to uphold these values and ensure that the Group's reputation remains untarnished by dishonesty, disloyalty, or corruption. To prevent any violation of the Prevention of Bribery Ordinance, we have implemented various policies and guidelines.

Employees must refuse any gifts that could compromise their objectivity in conducting the Group's business, lead them to act against the Group's interests, or result in allegations of impropriety. If an employee wishes to accept a gift exceeding the limit stated in our Employee Handbook, they must obtain written permission from the managing director of their subsidiary or the Group. Any employee who violates the code of conduct outlined in the Employee Handbook will face disciplinary action, including termination.

(III) 營運慣例 *(續)*

知識產權 *(續)*

知識產權管理人員計劃

城市服務集團參與了由知識產權署舉辦的知識產權管理人員計劃，以提升知識產權人員的能力及把握知識產權買賣帶來的機遇。參與知識產權管理人員計劃後，我們已採取積極步驟提升知識產權管理能力。我們已委派一名已完成培訓課程的專責內部知識產權管理人員，負責監督我們的知識產權資產。

資料保護及私隱政策

我們的私隱保護政策嚴禁所有僱員披露任何保密資料，包括客戶資料。為確保資料安全及防止任何濫用或不當使用，我們通過取覽權限控制對客戶資料、項目資料及其他敏感資料的取覽。本集團始終遵守個人資料(私隱)條例，並定期檢討人事及業務常規以確保合規。

於2020年，我們引入了資訊安全政策來規管本公司之資料，其中包括一系列針對保護本公司資訊和資料的規定。

反貪污

本集團高度重視誠實、廉潔及公平競爭，因為它們對我們的資產及業務的價值貢獻尤深。所有僱員必須維護這些價值觀以確保本集團的聲譽不會因欺詐、不忠或貪污而受損。為了避免任何違反防止賄賂條例的事件，我們已經實施多項政策及指引。

員工必須拒絕任何可能會影響僱員處理本集團業務的客觀性、誘使其行事損害本集團的利益或引致不正當行為的指控的饋贈。如僱員有意接受金額超過僱員手冊所列上限的饋贈，須向特定附屬公司或本集團的董事總經理尋求書面許可。任何僱員如違反僱員手冊內的操守準則，均須接受紀律處分，包括終止僱用。

(III) OPERATING PRACTICES *(Continued)*

Anti-corruption *(Continued)*

To ensure that our staff fully understands the importance of anti-corruption measures, we provide continuous education through internal memos during seasonal festivals. These memos serve as reminders for our staff to integrate anti-corruption practices into their daily operations, equipping them with the knowledge and awareness needed to identify and prevent potential corruption risks. We also send periodic written reminders to our business partners and suppliers regarding our policy of not accepting any advantages.

The Group actively encourages employees to report any illegal, irregular, unethical, or inappropriate acts or behaviours that may harm the Group's interests. We ensure that there are adequate protections in place for whistleblowers, and all reports received are promptly and impartially investigated by the management team at the appropriate level. We have implemented a whistleblowing policy that outlines the guidelines for reporting any irregularities discovered in the workplace.

During the year, the Group did not find any significant corruption risks and was not involved in any confirmed corruption cases or corruption-related litigations. Moving forward, the Group will continue to prioritise anti-corruption measures and integrity, enhance oversight on anti-corruption efforts, and broaden external supervision to ensure the Company's healthy growth.

Conflict of Interests

All employees should avoid any situation which may lead to an actual or potential conflict of interests and should make a declaration in writing to the head of the subsidiary or the Group when such a situation arises. Failure to do so may give rise to allegations of favoritism, abuse of authority or even corruption.

(III) 營運慣例 (續)

反貪污 (續)

為確保我們的員工充分瞭解反貪污措施的重要性，我們在季節性節日透過發送內部備忘錄以提供持續教育。該等備忘錄經常提醒員工將反貪污常規融入日常運作，使他們具備所需的知識和意識以辨認和預防潛在貪污風險。我們亦會定期就「謝絕接受餽贈」政策向業務夥伴及供應商發出書面提示。

本集團積極鼓勵僱員舉報任何可能有損本集團利益的違法、違規、不道德或不當行為或行動，並確保對有關舉報者給予足夠保護。管理團隊將及時及公正地就所有接獲的舉報進行適當程度的調查。本集團已制定舉報政策，當中列明報告任何工作中發現的違規行為的指引。

於本年度，本集團並未發現任何有關貪污的重大風險，亦無任何已裁定的貪污案件或貪污訴訟。於未來，本集團將繼續重視反貪污措施及誠信，加強反貪污監督，擴大外部監督範圍，藉此促進本公司的健康發展。

利益衝突

所有僱員應避免任何可能導致實際或潛在利益衝突的情況；如有此情況，其應向附屬公司或本集團的主管人員作出書面申報。若未有申報利益衝突情況，可能會被指控為偏私、濫權甚至貪污。

(IV) COMMUNITY INVOLVEMENT

The Group is committed to connecting with the community and actively participating in enriching volunteer initiatives that strengthen relationships and contribute to societal betterment. By leveraging our diverse expertise, commitment, and innovative technologies, we aim to create a meaningful impact by addressing vital community needs, fostering inclusivity, and supporting local causes.

In 2024, we joined forces with local organisations and stakeholders to organise an exciting array of volunteer activities, including environmental conservation projects, educational workshops, and support for underprivileged communities. Our corporate volunteers invested over 660 hours of service throughout the year, making a tangible difference and demonstrating our commitment to uplifting those around us.

Community

The Group aims to inspire and motivate employees to participate in volunteer activities, give back to the community, and promote positivity while also enhancing their skills and well-being. We are dedicated to building a harmonious and inclusive society. To achieve this, we collaborate with charitable organisations and provide in-kind donations to support those in need.

(IV) 社區參與

本集團致力於與社區聯繫，積極參與豐富的義工活動，以加強關係並促進社會進步。透過善用我們多元化的專業知識、承諾和創新技術，我們旨在滿足社區的重要需求、促進包容性，以及支持當地事業，從而創造有意義的影響。

2024年，我們與本地組織及持份者攜手合作舉辦一系列令人振奮的義工活動，包括環境保護項目、教育工作坊及支援弱勢社群。我們的企業義工全年投入超過660小時的服務，帶來實質的改變，展現我們對鼓舞身邊人的承諾。

社區

本集團鼓勵員工積極參與義工活動，回饋社區、傳播正能量，同時提高員工技能及福祉。我們致力建設和諧包容的社會。為此，我們與慈善組織合作及捐贈物資，為有需要人士提供援助。



“Harmony Community Programme” 「和諧社區計劃」

The “Harmony Community Programme” (HCP), established by the group in 2014, reflects our deep commitment to the communities in the 18 districts of Hong Kong where our construction projects take place. We understand that building positive relationships is essential, and we strive to minimise any miscommunication that might arise during project implementation. Moreover, the program encourages teamwork among our frontline site workers, clients, consultants, and stakeholders, fostering a collaborative spirit. In 2024, over 60 colleagues joined this initiative, contributing a total of 215 volunteer service hours.



本集團於2014年成立的「和諧社區計劃」，反映我們在香港18區的建築項目所在之社區的深切關注。我們深明建立正面的關係至關重要，並致力減少在項目施工期間可能出現的溝通不良。此外，該計劃鼓勵我們的前線同事、客戶、顧問及各持分者之間的團隊合作，培養協作精神。2024年，有超過60位同事參加該計劃，累計貢獻215個服務小時。

(IV) COMMUNITY INVOLVEMENT (Continued)

Community (Continued)



Hong Kong Flower Show's Green Recycling Day 香港花卉展覽「環保回收日」

Our group actively participated in the Green Recycling Day at the Hong Kong Flower Show, an initiative organised by the Leisure and Cultural Services Department (LCSD) that focuses on sustainability and flower recycling. Flowers were transformed into compost, highlighting innovative approaches to waste reduction. As part of this recycling program, over 10,000 plants were redistributed to schools and NGOs across Hong Kong. This effort reinforces the idea that every small action contributes to protecting our planet.

本集團積極參與香港花卉展覽「環保回收日」，這是康樂及文化事務署（「康文署」）舉辦的可持續發展及花卉回收活動，透過將鮮花轉化為堆肥，展示創新減廢方法。作為這項回收計劃的一部分，超過10,000株植物被轉送至香港各地的學校及非政府組織。這項活動強調了再微不足道的行動都有助於保護我們的地球之理念。



(IV) 社區參與 (續)

社區 (續)



NGO Partnership with Food Grace Community Leap 與非政府組織食德好、綠德好合作

The Group's construction brand, Chun Wo Development Holdings Limited (Chun Wo), has partnered with Food Grace Community Leap Limited, a non-profit organisation dedicated to advancing a green economy and community environmental protection. Together, we organised activities to prepare and deliver nutritious soup to the elderly residents of Shek Lei Estate. Additionally, the "Vessel Repair" initiative offered participants the opportunity to develop repair skills, turning small appliances into valuable resources. This effort not only provided nourishment but also enhanced the residents' overall well-being and brought joy to their lives.

本集團的建築品牌俊和發展集團有限公司（「俊和」）與致力推動綠色經濟及社區環保的非牟利機構Food Grace Community Leap Limited合作舉辦活動，為石籬邨長者準備及送上營養湯品。此外，「復修號」活動讓參加者有機會發展維修技能，將小家電轉化為寶貴的資源。這項活動不僅提供營養食品，還提升了居民的整體福祉，為他們的生活帶來歡樂。



(IV) COMMUNITY INVOLVEMENT (Continued)

Education

The Group is dedicated to supporting younger generations. By offering resources, opportunities, and guidance, we aim to help them acquire the knowledge and skills necessary for personal growth and future success. This year, the Group continues to support young people through financial assistance and professional development. We provide scholarships, mentorship programs, internships, and collaborations with educational institutions.

(IV) 社區參與(續)

教育

本集團致力於支援下一代，透過提供培訓、機會及指導，務求協助他們獲得有助個人成長及未來成功所需的知識及技能。本年度，本集團繼續透過財務援助和專業發展來支援年輕一代。我們提供獎學金、導師計劃、實習機會，並與教育機構合作。



“Chun Wo Innovation Student Awards” (CWISA)

「俊和學生創新獎」(CWISA)

The forth “Chun Wo Innovation Student Awards” (CWISA) was completed successfully this year with an inspiring final presentation. Established in 2018, this biannual award aims to empower young future engineers and encourage creative thinking in the development of innovative engineering solutions. The theme for this year’s CWISA is “Engineers Overcoming the World’s Challenges”, with the goal of collecting bright minds to ride the crest of the innovation wave, exploring cutting-edge technologies like AI, robotics, and AR/VR to craft solutions that forge an improved future for individuals, communities, and our planet.

第四屆「俊和學生創新獎」在各方支持下圓滿舉行，此獎項成立於2018年，每兩年評選一次，旨在賦能年輕一代創新人才，激發他們開發創新工程解決方案。本年度「俊和學生創新獎」主題為「工程師突破全球挑戰」，旨在集結聰明的人才，在創新的浪潮中乘風破浪、探索人工智能、機器人、AR/VR等尖端科技，打造解決方案，為個人、社區及我們的地球創造更美好的未來。



Strive and Rise Star Mentor

「共創明Teen」星級導師

The Group has continued its support for the “Strive and Rise Program” for a second consecutive year. A team of senior management professionals is actively engaged in mentoring young individuals through valuable sharing of knowledge and experiences, aiming to broaden their perspectives and opportunities. Derrick Pang, the Group CEO has been designated as Star Mentor, shared his life experiences, career path, and industry insights with teenagers and their mentors during a company visit. The visit also included an exploration of advanced technologies and construction knowledge at the Group’s newly established Smart Zone.

本集團連續第二年支持「共創明Teen」計劃。我們的高級管理人員積極參與導師工作，透過分享寶貴的知識及經驗，協助年輕人拓展視野與機遇。本集團行政總裁彭一邦獲委任為星級導師，在參觀公司期間與青少年及其導師分享他的人生經驗、職業發展路向及對行業的見解。參觀活動還包括在本集團新成立的「智能工地」探索先進技術及建築知識。



(IV) COMMUNITY INVOLVEMENT *(Continued)*

Health

The Group remains committed to addressing health and social needs. In addition to maintaining a safe and healthy work environment for our staff, we endeavour to support those in need through a variety of initiatives.



Lifewire Run 2024 愛跑 • 將軍澳 2024

Chun Wo and Lifewire jointly organised the Seventh “Lifewire Run 2024 — Tseung Kwan O” charity run on 1 December 2024. The event was hosted by Mr. Lau Chun Kit, Ricky, JP, the Permanent Secretary for Development (Works); Mr. Tai Sheung Shing, Victor, JP, the Under Secretary for Housing; and Ms. Minnie Soo Wai-Yam, an Olympic Medalist in Table Tennis. With support from several government departments, agencies, and approximately 2,500 athletes, the funds raised after covering expenses will be used to support children with rare diseases and raise awareness about their conditions.



俊和與Lifewire《護•聯網》於2024年12月1日合辦第七屆「2024愛跑•將軍澳」。今年由發展局常任秘書長（工務）劉俊傑先生太平紳士、房屋局副局長戴尚誠先生太平紳士，及奧運乒乓球獎牌得主蘇慧音女士擔任主禮嘉賓，活動獲多個政府部門、機構及約2,500名健兒響應支持，籌得善款扣除成本後將全數撥捐支援患有罕見病的兒童，並提高大眾對罕見病的關注。



Dragon Boat Race 龍舟競賽

A team of dedicated athletes from Chun Wo participated in “The CIC Dragon Boat Race 2024” held on 10 June 2024. This esteemed annual event exemplified the unwavering spirit of our participants. It provided a significant opportunity for our employees to come together and demonstrate the power of teamwork and collaboration.

俊和派出一隊充滿熱誠的運動員，參加了於2024年6月10日舉行的「建造業議會龍舟競賽2024」。這項備受推崇的年度盛事充分體現參賽者堅定不移的精神，也提供了一個重要的機會，讓我們的員工齊聚一堂，展示團隊精神及協作的力量。



(IV) 社區參與 (續)

健康

本集團繼續致力於滿足健康及社會需求。除了為員工維持安全健康的工作環境外，我們亦致力透過不同活動支援有需要的人士。

(IV) COMMUNITY INVOLVEMENT *(Continued)*

Environmental Concerns

The Group is dedicated to upholding the environment and refraining from causing harm to the natural surroundings. We prioritise the implementation of safety and environmental measures at our construction sites, and consistently encourage our staff to engage in various initiatives aimed at safeguarding our planet.



Lai See Reuse & Recycle Program

利是封回收重用大行動

In partnership with Greeners Action, the Group has supported the “Lai See Reuse & Recycle Program” for five consecutive years. This initiative provides a meaningful way to celebrate Chinese New Year while promoting environmental responsibility. The red packets, which hold cultural significance, represent more than just gifts and traditions. Instead of discarding them, we have come together to give them a new purpose, contributing to a positive impact on the environment.

本集團與綠領行動合作，連續五年支持「利是封回收重用大行動」。這項活動的參與者以有意義的方式慶祝農曆新年，同時推廣環保責任。利是深具文化意義，代表的不僅僅是禮物及傳統。與其丟棄，我們一起賦予它們新的用途，對環境產生積極的影響。



Construction Industry Coastal Clean-up Day

建造業愛山惜灘行動

In September 2024, a group of Chun Wo volunteers took part in the “Lo Pan Service Month 2024: Construction Industry Coastal Clean-up Day,” organised by the Construction Industry Sports & Volunteering Programme. Despite the hot weather, our team embodied the spirit of Master Lo Pan and had a rewarding experience during the beach clean-up at Stanley Back Beach. They filled several large bags with litter to prevent trash from entering the ocean and to help keep the area beautiful and clean.

2024年9月，一群俊和義工參加了由建造業運動及義工計劃舉辦的「魯班服務月2024：建造業愛山惜灘行動」。我們的團隊毋懼炎熱天氣，展現出魯班先師的精神，在赤柱後灘的海灘清潔活動中獲得寶貴的經驗。他們收集了幾大袋垃圾，以防止垃圾進入海洋，幫助保持該地區美麗清潔。



(IV) 社區參與 (續)

環境關注

本集團致力於環境保護，避免對自然環境造成傷害。我們優先在建築工地實施安全及環保措施，並時刻鼓勵員工積極參與各種保護地球的措施。

(IV) COMMUNITY INVOLVEMENT *(Continued)*

CSR Awards and Recognition

(IV) 社區參與 (續)

企業社會責任獎項及嘉許

“Support Social Enterprises on Local Communities”

「支持本地社區社企機構」



Chun Wo Construction & Engineering Company, is honoured to have received the prestigious recognition of “Social Enterprise Supporter (Highest Annual Ethical Consumption)” for 2024 from the Tithe Ethical Consumption Movement (TECM). This esteemed platform, organised by the Fullness Social Enterprises Society (FSES), is dedicated to supporting social enterprises and promoting volunteer initiatives that enhance the development of social entrepreneurship and ethical consumption in Hong Kong.

俊和建築工程公司榮獲十一良心消費運動(「十一良心消費」)頒發2024年度「支持社企機構(最高年度良心消費金額)」殊榮。這個備受推崇的平台由豐盛社企學會(「豐盛」)舉辦，致力支持社企機構及推動義工活動，促進香港社企精神及道德消費的發展。

“The Racial Diversity & Inclusion Charter for Employers”

「種族多元共融僱主約章」



Asia Allied Infrastructure is committed to promoting racial diversity and inclusion. Since 2011, we have actively hired employees from diverse backgrounds and have adhered to best practices for ensuring equal opportunities for everyone. We have also signed the Racial Diversity & Inclusion Charter for Employers, supporting the principles of promoting racial diversity in the workplace and working towards the nine goals outlined by the Equal Opportunities Commission.

亞洲聯合基建致力推動種族多元共融。自2011年起，我們積極聘請來自不同背景的員工，並遵守最佳實務，確保人人享有平等機會。我們也簽署了「種族多元共融僱主約章」，支持在工作場所促進種族多元的原則，並努力實現平等機會委員會列出的九大目標。

“Chief Happiness Officer Recognition”

「首席快樂官嘉許標誌」



The Group has continued to be granted CHO Recognition from the Chief Happiness Officer Association in 2024, acknowledging our accomplishments in employee development and promoting an inclusive work environment.

本集團於2024年繼續獲首席快樂官協會頒發首席快樂官嘉許標誌，肯定了集團在員工發展及促進共融工作環境方面所取得的成就。

(IV) COMMUNITY INVOLVEMENT *(Continued)*

CSR Awards and Recognition *(Continued)*

“Good Employer Charter 2024”



Our group's member companies, including Chun Wo Construction, City Professional Management, and City Security Company, continues to endorse the Good Employer Charter. We strive to be supportive family-friendly good employers by promoting family-oriented employment practices. Our goal is to cultivate a family-friendly workplace and foster a sense of belonging among our employees. This includes offering flexible work arrangements and providing support for employees and their families.

(IV) 社區參與 (續)

企業社會責任獎項及嘉許 (續)

「好僱主約章 2024」

本集團的成員公司，包括俊和建築、城市專業管理及城市護衛，繼續支持「好僱主約章」。我們透過推廣以家庭為本的僱傭措施，致力成為支持家庭友善的良好僱主。我們的目標是建立一個家庭友善的工作環境，培養員工的歸屬感，包括提供彈性的工作安排，並為員工及其家庭提供支援。

“Caring Company & 15+ logo”



Chun Wo and City Security Company Limited, the Group's subsidiary, are delighted to be awarded the 15 Years Plus Caring Company Logo from The Hong Kong Council of Social Service for the Year 2023/2024, in recognition of our continued commitment to corporate social responsibility. The Group also holds the “Caring Company” logo for the dedication in building a caring community.

「商界展關懷及 15 年 Plus 標誌」

俊和及本集團附屬公司城市護衛有限公司榮獲香港社會服務聯會頒發 2023/2024 年度「15 年 Plus 商界展關懷」標誌，肯定了本集團持續致力於企業社會責任的努力。本集團亦獲頒發「商界展關懷」標誌，表揚其在建立關愛社區方面的貢獻。

“Hong Kong Volunteer Award 2024”



Asia Allied Infrastructure has garnered to receive the Certificate of Appreciation for the Hong Kong Volunteer Award. This recognition reflects our commitment to dedicated service and the significant contributions made in fostering a spirit of volunteerism in the community.

「香港義工獎 2024」

亞洲聯合基建榮獲「香港義工獎」感謝狀。這份榮譽反映了我們對服務的熱誠，以及在推動社區義工精神方面所作出的重大貢獻。

(IV) COMMUNITY INVOLVEMENT (Continued)

CSR Awards and Recognition (Continued)

(IV) 社區參與 (續)

企業社會責任獎項及嘉許 (續)

"8 Plus Industry Cares Logo"

「8年+工業獻愛心標誌」



Chun Wo has received the prestigious "8+ Industry Cares" recognition from the Federation of Hong Kong Industries. This accolade acknowledges the company's dedication to corporate social responsibility (CSR) initiatives and its exemplary performance in advancing CSR efforts for eight consecutive years.

俊和榮獲香港工業總會頒發「8年+工業獻愛心標誌」。這項殊榮肯定了該公司對企業社會責任的奉獻精神，以及連續八年在推動企業社會責任方面的傑出表現。

"World Wild Fund Hong Kong — Hong Kong Corporate Member Logo"

「世界自然基金會香港分會 — 香港公司會員標誌」



Chun Wo has been recognised as a Silver Corporate Member of the World Wild Fund Hong Kong this Year, recognising the Company's commitment in partnering with WWF to drive sustainability through business practices and the support of WWF's programmes.

俊和於本年度獲世界自然基金會香港分會頒授「純銀會員」會籍，以表彰其致力於通過商業實踐與世界自然基金會攜手推動可持續發展，以及對世界自然基金會項目的支持。

"Breastfeeding Friendly Workplace"

「母乳餵哺友善工作間」



The Group and Chun Wo have been organised as a Breastfeeding Friendly Workplace by UNICEF this year. To create the best working environment for mothers, the Group has extended maternity leave to 14 weeks and paternity leave to 7 days. Additionally, nursing rooms have been introduced in our offices and at several construction sites to provide privacy for nursing mothers.

本集團及俊和於本年度獲聯合國兒童基金會頒發「母乳餵哺友善工作間」感謝狀。為向母親提供最理想的工作環境，本集團已將產假延長至14週，而待產假則延長至7天，並在辦公室及若干地盤設立哺乳間，保障哺乳母親的私隱。

The Future

Our Group understands the vital role of corporate social responsibility (CSR) and is dedicated to enhancing our initiatives in this important area. As we broaden our operations in Hong Kong and across Asia, we will proactively implement impactful CSR programs that benefit both our business units and the communities we serve.

展望未來

本集團深明企業社會責任的重要作用，並致力加強在這重要範疇的措施。隨著我們在香港及亞洲各地擴展業務，我們將積極推行具影響力的企業社會責任計劃，使我們的業務單位及所服務的社區均能受惠。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

EXECUTIVE DIRECTORS

Mr. Pang Yat Ting, Dominic *BA, EMBA, JD*

Chairman

Mr. Pang, aged 52, graduated from Columbia University, New York in 1995 with a Bachelor of Arts degree in Economics, Political Science and Mathematics, and obtained a Juris Doctorate from the New York University School of Law in 1998 and an Executive Master of Business Administration degree from Kellogg-HKUST in 2010. In 2023, he was conferred an Honorary Fellowship by City University of Hong Kong. Mr. Pang has been appointed as a vice president of Belt & Road General Chamber of Commerce in April 2018, a member of council of the Vocational Training Council in July 2019, the chairman of Executive Board of the Hong Kong Real Property Federation since September 2019, a council member of The Chinese University of Hong Kong since May 2022, the non-executive director of the Mandatory Provident Fund Schemes Authority since March 2023 and the appointed member of the Board of Stewards of The Education University of Hong Kong Foundation since September 2024.

Mr. Pang joined the Group in 2003 and was appointed as the assistant to the late Chairman, Dr. Pang Kam Chun. Mr. Pang was appointed as the Chairman of the Company and the Executive Director in April 2010 and re-designated as the Co-Chairman of the Company and the Non-executive Director in January 2015. He has been further re-designated as the Chairman of the Company and the Executive Director since March 2017. Mr. Pang is also the Chairman of the Nomination Committee and Executive Committee and a member of the Management Committee. He is also currently the Chairman of the property development executive board of the Group, responsible for the management of the overall property development and assets leasing business of the Group. Mr. Pang has been appointed as an executive director and chief executive officer of Modern Living Investments Holdings Limited (a subsidiary of the Company listed on GEM of the Stock Exchange, stock code: 08426) in March 2024 and April 2024 respectively. He also holds directorships in certain subsidiaries of the Company. Mr. Pang is the elder brother of Ir Dr. Pang Yat Bond, Derrick and Mrs. Lee Pang Yat Sum, Rita and the son of Madam Li Wai Hang, Christina. Mr. Pang, Madam Li Wai Hang, Christina and Mrs. Lee Pang Yat Sum, Rita owns 45%, 45% and 10% equity interest in GT Winners Limited, the substantial shareholder of the Company (as defined in the Listing Rules) respectively.

執行董事

彭一庭先生 *BA, EMBA, JD*

主席

彭先生，52歲，於1995年畢業於紐約哥倫比亞大學，獲授文學士學位，主修經濟學、政治學及數學，並分別於1998年及2010年獲紐約大學法學院頒授法律博士學位及Kellogg-HKUST頒授行政人員工商管理碩士學位，並於2023年獲香港城市大學頒授榮譽院士銜。彭先生於2018年4月獲委任為一帶一路總商會副會長、於2019年7月獲委任為職業訓練局理事會成員、於2019年9月獲委任為香港房地產協會執行委員會主席、於2022年5月獲委任為香港中文大學校董會成員、於2023年3月獲委任為強制性公積金計劃管理局非執行董事及於2024年9月獲委任為香港教育大學基金董事會委員。

彭先生於2003年加入本集團並獲委任為已故主席彭錦俊博士之助理。彭先生於2010年4月獲委任為本公司主席兼執行董事，並於2015年1月調任為本公司聯席主席兼非執行董事。彼再於2017年3月起調任為本公司主席兼執行董事。彭先生亦為提名委員會及執行委員會之主席，以及管理委員會之成員。彼現時亦為本集團物業發展執行委員會之主席，負責本集團整體物業發展及資產租賃業務之管理。彭先生分別自2024年3月及2024年4月起獲委任為雅居投資控股有限公司（一間於聯交所GEM上市之本公司之附屬公司，股份代號：08426）之執行董事及行政總裁。彼亦擔任本公司若干附屬公司之董事。彭先生為彭一邦博士工程師及李彭一心女士之胞兄，亦為李蕙嫻女士之兒子。彭先生、李蕙嫻女士及李彭一心女士分別擁有本公司主要股東（定義見上市規則）GT Winners Limited之45%、45%及10%股本權益。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

EXECUTIVE DIRECTORS (Continued)

Mr. Xu Jianhua, Jerry LLB, MBA, LLM

Deputy Chairman

Mr. Xu, aged 56, holds a Bachelor's degree in Law of the China University of Political Science and Law, a Master's degree in Business Administration of Beijing University of Aeronautics and Astronautics and a Master of Laws degree in International Economic Law of City University of Hong Kong. He was qualified as a lawyer in the PRC in 1994 and a senior economist in the PRC in 2003. Mr. Xu has over 26 years of corporate management experience and extensive experience in transactions of mergers and acquisitions and investment and financing. He was a director of a company listed on the Shanghai Stock Exchange and two companies listed on the Main Board of the Stock Exchange. Mr. Xu was appointed as the Co-Chairman of the Company and the Executive Director in January 2015. He has been re-designated as the Deputy Chairman of the Company in March 2017 and is currently a member of the Management Committee and Executive Committee. Mr. Xu has been appointed as an executive director of Modern Living Investments Holdings Limited (a subsidiary of the Company listed on GEM of the Stock Exchange, stock code: 08426) in March 2024. Mr. Xu also holds directorships in certain subsidiaries of the Company.

執行董事 (續)

徐建華先生 LLB, MBA, LLM

副主席

徐先生，56歲，持有中國政法大學法學學士學位、北京航空航天大學工商管理碩士學位及香港城市大學國際經濟法法學碩士學位。彼於1994年獲中國律師資格及於2003年獲得中國高級經濟師資格。徐先生積逾26年企業管理經驗及豐富的併購交易經驗及投融資經驗。彼曾於一間於上海證券交易所上市之公司以及兩間於聯交所主板上市之公司任職董事。徐先生於2015年1月獲委任為本公司之聯席主席兼執行董事。彼於2017年3月調任為本公司之副主席，現時亦為管理委員會及執行委員會之成員。徐先生自2024年3月起獲委任為雅居投資控股有限公司（一間於聯交所GEM上市之本公司之附屬公司，股份代號：08426）之執行董事。徐先生亦擔任本公司若干附屬公司之董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

EXECUTIVE DIRECTORS (Continued)

Ir Dr. Pang Yat Bond, Derrick JP,
BSc, MEng, MBA, PhD, PE(US), MICE, MHKIE

Chief Executive Officer

Ir Dr. Pang, aged 50, graduated from the University of California, Berkeley in the United States in 1997 with a Bachelor of Science degree and obtained a Master of Engineering degree in Civil and Environmental Engineering from Massachusetts Institute of Technology in the United States in 1998 and a Master's degree in Business Administration from The Chinese University of Hong Kong in 2007. He also obtained a Doctor of Philosophy in Civil Engineering from the Hong Kong University of Science and Technology in 2014. Ir Dr. Pang is a member of the Institution of Civil Engineers, the United Kingdom and the Hong Kong Institution of Engineers and a Registered Professional Engineer in the State of California, United States. He has over 27 years of civil engineering design and construction experience in the United States and Hong Kong. He has been appointed as a council member of The Hong Kong Polytechnic University since April 2021, a member of the Aviation Development and Three-runway System Advisory Committee since August 2021, a non-executive director of the Insurance Authority since December 2021 and a director of the Hong Kong Cyberport Management Company Limited since April 2023. Ir Dr. Pang was appointed as Justice of the Peace by the Government of Hong Kong in June 2017.

Ir Dr. Pang joined the Group in 2001 and has been appointed as the Executive Director since April 2010 and acted as the Deputy Chairman of the Company from April 2010 to March 2017. Ir Dr. Pang has been appointed as the Chief Executive Officer of the Company since April 2017 and acted as the Chief Operating Officer of the Company from April 2017 to January 2019. He is also the Chairman of the Management Committee and a member of the Executive Committee. He leads the chief executive officer office for managing overall performance of the construction business and is the chairman of the City Services Group executive board of the Group and a member of the property development executive board of the Group, responsible for management of the overall professional services and property development and assets leasing businesses of the Group. Ir Dr. Pang has been appointed as an executive director, and the chairman of the board as well as the chairman of the nomination committee and the member of the remuneration committee of Modern Living Investments Holdings Limited (a subsidiary of the Company listed on GEM of the Stock Exchange, stock code: 08426) in March 2024 and April 2024 respectively. He also holds directorships in certain subsidiaries of the Company. Ir Dr. Pang is the younger brother of Mr. Pang Yat Ting, Dominic and Mrs. Lee Pang Yat Sum, Rita, and also the son of Madam Li Wai Hang, Christina, and Mr. Pang Yat Ting, Dominic, Madam Li Wai Hang, Christina and Mrs. Lee Pang Yat Sum, Rita owns 45%, 45% and 10% equity interest in GT Winners Limited respectively, the substantial shareholders of the Company (as defined in the Listing Rules).

執行董事 (續)

彭一邦博士工程師 *太平紳士,*
BSc, MEng, MBA, PhD, PE(US), MICE, MHKIE

行政總裁

彭博士工程師，50歲，1997年畢業於美國加州大學柏克萊分校，獲授理學士學位，並於1998年獲得美國麻省理工學院頒授土木工程及環境工程碩士學位，以及於2007年獲香港中文大學頒授工商管理碩士學位。彼亦於2014年獲香港科技大學頒授哲學博士（土木工程學）。彭博士工程師為英國土木工程師學會及香港工程師學會會員，亦為美國加州註冊專業工程師。彼於美國及香港積逾27年土木工程設計及建築經驗。彼於2021年4月起獲委任為香港理工大學校董會成員、2021年8月起獲委任為航空發展與機場三跑道系統諮詢委員會成員、於2021年12月起獲委任為保險業監管局非執行董事，及於2023年4月起獲委任香港數碼港管理有限公司董事。彭博士工程師於2017年6月獲香港政府委任為太平紳士。

彭博士工程師於2001年加入本集團，並自2010年4月起獲委任為執行董事，並於2010年4月至2017年3月期間出任本公司之副主席。彭博士工程師自2017年4月起獲委任為本公司之行政總裁，並於2017年4月至2019年1月期間出任本公司之營運總裁。彼亦為管理委員會之主席及執行委員會之成員。彼帶領行政總裁辦公室管理整體建築業務之表現及為本集團城市服務集團執行委員會之主席及本集團物業發展執行委員會之成員，負責本集團專業服務及物業發展及資產租賃業務之整體管理。彭博士工程師分別自2024年3月及2024年4月起獲委任為雅居投資控股有限公司（一間於聯交所GEM上市之本公司之附屬公司，股份代號：08426）之執行董事以及董事會主席、提名委員會主席及薪酬委員會成員。彼亦擔任本公司若干附屬公司之董事。彭博士工程師為彭一庭先生及李彭一心女士之胞弟，亦為李蕙嫻女士之兒子，而彭一庭先生、李蕙嫻女士及李彭一心女士分別擁有本公司之主要股東（定義見上市規則）GT Winners Limited之45%、45%及10%股本權益。

NON-EXECUTIVE DIRECTORS

Ms. Wong Wendy Dick Yee BA

Ms. Wong, aged 39, graduated from Occidental College, Los Angeles in the United States in 2006 with a Bachelor of Arts degree in Economics and has over 18 years' experience in marketing and business management. She is currently the co-founder and director of Wow Concepts Limited and founder of Topfit Limited. Ms. Wong is a member of Omicron Delta Epsilon, the International Honor Society in Economics. Ms. Wong has been appointed as Non-executive Director since May 2020 and is also a member of the Audit Committee and Nomination Committee.

Dr. Yim Yuk Lun, Stanley SBS BBS JP

Dr. Yim, aged 66, is the founder, executive director, chairman and managing director of S.A.S. Dragon Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01184) since May 1993. He has been appointed as a chairman and executive director of V&V Technology Holdings Limited (formerly known as Hi-Level Technology Holdings Limited) (a company listed on GEM of the Stock Exchange, stock code: 08113) in October 2015.

Dr. Yim is currently the president of the Hong Kong Justice of the Peace Association, a member of HKSAR Fight Crime Committee, a member of Independent Police Complaints Council, a member of Development Bureau Appeal Tribunal Panel, the honorary vice chairman of the Hong Kong Electronic Industries Association, a member of Yan Chai Hospital Advisory Board, the Honorary President of Federation of Hong Kong-Shanghai Associations, the chairman of Tsuen Wan District JPC Honorary President Council, the honorary permanent president of Hong Kong Baptist University Foundation and the Co-chairman of Entrepreneur Committee of Hong Kong Baptist University.

Dr. Yim was appointed as Independent Non-executive Director in May 2020. He has been re-designated as Non-executive Director in September 2021 and is also a member of the Audit Committee and Nomination Committee.

非執行董事

黃迪怡小姐 BA

黃小姐，39歲，於2006年畢業於美國洛杉磯西方學院，獲授經濟學文學士學位，並積逾18年以上的市場銷售及商業管理經驗。彼現時為Wow Concepts Limited之聯合創辦人及董事，以及Topfit Limited之創辦人。黃小姐為國際經濟學榮譽學會Omicron Delta Epsilon之會員。黃小姐於2020年5月起獲委任為非執行董事，亦為審核委員會及提名委員會之成員。

嚴玉麟博士 銀紫荊星章，銅紫荊星章， 太平紳士

嚴博士，66歲，為時捷集團有限公司（一間於聯交所主板上市之公司，股份代號：01184）的創辦人，自1993年5月起擔任執行董事及主席兼董事總經理。自2015年10月，彼獲委任為時騰科技控股有限公司（前稱楊宇科技控股有限公司）（一間於聯交所GEM上市之公司，股份代號：08113）之主席及執行董事。

嚴博士現時為香港太平紳士協會會長、香港特別行政區撲滅罪行委員會委員、獨立監察警方處理投訴委員會成員、發展局上訴審裁小組（建築物條例）成員、香港電子業商會榮譽副會長、仁濟醫院顧問局永遠顧問、滬港社團總會名譽會長、荃灣區少年警訊名譽會長會主席、香港浸會大學基金永遠榮譽主席及香港浸會大學基金企業家委員會聯席主席。

嚴博士於2020年5月獲委任為獨立非執行董事。彼於2021年9月調任為非執行董事，亦為審核委員會及提名委員會之成員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wu William Wai Leung *BBA, MBA, CFA*

Mr. Wu, aged 58, holds a Bachelor of Business Administration degree and a Master of Business Administration degree of Simon Fraser University in Canada. He was qualified as a chartered financial analyst of The Institute of Chartered Financial Analysts in 1996. Mr. Wu was the chief executive officer of SW Kingsway Capital Holdings Limited (now known as Sunwah Kingsway Capital Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 00188) from April 2006 to September 2010. He was also a director and chief executive officer of RHB Hong Kong Limited from April 2011 to October 2017. Mr. Wu has been appointed as the non-executive, independent member of the board of DSS, Inc. (a company listed on the New York Stock Exchange, stock code: DSS) since October 2019, the independent director of Alset Inc. (a company listed on NASDAQ, stock code: AEI) since November 2020, the independent nominee director of HWH International Inc. (formerly known as Alset Capital Acquisition Corp. (former stock code: ACAXU)) (a company listed on NASDAQ, stock code: HWH) since January 2022, the independent non-executive director of JY Grandmark Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 02231) since November 2019 and the independent director of SVOLT Energy Technology Co., Ltd since December 2024. Mr. Wu has also been appointed as managing director, Investment Banking of Glory Sun Securities Limited from January 2019 to May 2022.

Mr. Wu previously worked for a number of international investment banks and possesses over 32 years of experience in the investment banking, capital markets, institutional broking and direct investment businesses. He is a registered license holder to carry out Type 9 (asset management) regulated activities under the SFO. He has been appointed as a member of the Guangxi Zhuang Autonomous Region Committee of the Chinese People's Political Consultative Conference from January 2013 to December 2022.

Mr. Wu has been appointed as Independent Non-executive Director since February 2015 and is also the Chairman of Audit Committee and a member of the Remuneration Committee and Nomination Committee.

獨立非執行董事

胡偉亮先生 *BBA, MBA, CFA*

胡先生，58歲，持有加拿大Simon Fraser University之工商管理學士學位及工商管理碩士學位。彼於1996年取得特許金融分析師學會之特許金融分析師資格。胡先生於2006年4月至2010年9月期間曾任滙富金融控股有限公司（現稱新華滙富金融控股有限公司）（一間於聯交所主板上市之公司，股份代號：00188）之行政總裁。彼亦曾於2011年4月至2017年10月期間出任興業金融（香港）有限公司之董事兼行政總裁。胡先生自2019年10月起獲委任為DSS, Inc.（一間於紐約證券交易所上市之公司，股份代號：DSS）之非執行獨立董事局成員、自2020年11月起獲委任為Alset Inc.（一間於納斯達克上市之公司，股份代號：AEI）之獨立董事、自2022年1月起獲委任為HWH International Inc.（前稱Alset Capital Acquisition Corp.（前股份代號：ACAXU））（一間於納斯達克上市之公司，股份代號：HWH）之獨立提名董事、自2019年11月起獲委任為景業名邦集團控股有限公司（一間於聯交所主板上市之公司，股份代號：02231）之獨立非執行董事及自2024年12月起獲委任為蜂巢能源科技股份有限公司之獨立董事。胡先生亦由2019年1月至2022年5月獲委任為寶新證券有限公司投資銀行之董事總經理。

胡先生曾任職於多間國際投資銀行，於投資銀行、資本市場、機構經紀及直接投資業務方面積逾32年經驗。彼為證券及期貨條例下可進行第9類（提供資產管理）受規管活動之註冊持牌人。彼由2013年1月至2022年12月獲委任為中國人民政治協商會議廣西壯族自治區委員會委員。

胡先生於2015年2月起獲委任為獨立非執行董事，亦為審核委員會之主席，以及薪酬委員會及提名委員會之成員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Lam Yau Fung, Curt *MBA, CFA*

Mr. Lam, aged 56, is the Senior Advisor at Opus Financial Group, a Hong Kong-based and SFC-licensed group which provides multi-disciplinary financial services. Prior to this role, he worked for about 12 years as the Managing Director of Wanda Hotel Development Company Limited (stock code: 00169), which is listed on the Main Board of the Stock Exchange and a member of the Dalian Wanda Group. He has been appointed as an independent non-executive director of OOH Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 08091) since August 2019 and was the independent non-executive director of CCIAM Future Energy Limited from October 2020 to March 2023 (a company listed on the Main Board of the Stock Exchange, stock code: 00145). He was an executive director of Yuexiu Property Company Limited (stock code: 00123), a company listed on the Main Board of the Stock Exchange, and also the chief financial officer of the Yue Xiu Group. Mr. Lam was previously the head of Corporate Finance and Business Development at GOME Electrical Appliances Holding Limited (now known as GOME Retail Holdings Limited) (stock code: 00493) ("GOME"), one of China's largest electronics retailers, which is listed on the Main Board of the Stock Exchange. Prior to joining GOME, he spent about 10 years working in investment banking and capital markets at Schroders Asia, ABN AMRO Rothschild, and Deutsche Bank. Mr. Lam is a Chartered Financial Analyst and holds a Master of Business Administration degree from Rice University in the United States. He has extensive experience in corporate finance, financial and accounting fields.

Mr. Lam has been appointed as Independent Non-executive Director since January 2017 and is also the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee.

獨立非執行董事 (續)

林右烽先生 *MBA, CFA*

林先生，56歲，現為創富金融集團的資深顧問。創富金融集團是一所提供多方面金融服務的持牌金融機構，總部位於香港。之前他為於聯交所主板上市並為大連萬達集團成員公司之萬達酒店發展有限公司（股份代號：00169）總經理，工作近12年。彼自2019年8月起獲委任為奧傳思維控股有限公司之獨立非執行董事（一間於聯交所GEM上市之公司，股份代號：08091）及於2020年10月至2023年3月獲委任為信能低碳有限公司之獨立非執行董事（一間於聯交所主板上市之公司，股份代號：00145）。彼曾出任於聯交所主板上市之越秀地產股份有限公司（股份代號：00123）之執行董事，亦曾為越秀集團之財務總監。林先生曾擔任中國其中一間最大電器零售商並於聯交所主板上市的國美電器控股有限公司（現稱國美零售控股有限公司）（股份代號：00493）（「國美」）的企業融資及業務發展總監。在加入國美前，彼於施羅德投資、荷銀洛希爾及德意志銀行等投資銀行及資本市場任職約十年。林先生為特許財務分析師，並持有美國萊斯大學企業管理碩士學位。彼在企業融資、金融及會計領域擁有豐富經驗。

林先生於2017年1月起獲委任為獨立非執行董事，亦為薪酬委員會之主席，以及審核委員會及提名委員會之成員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Mr. Ho Gilbert Chi Hang *BComm, LLB, FCPA (Aust.)*

Mr. Ho, aged 48, is the co-chief executive officer of Chow Tai Fook Enterprises Limited. He also serves as an executive director and group co-chief executive officer of CTF Services Limited ("CTFS", formerly known as NWS Holdings Limited) (a company listed on the Main Board of the Stock Exchange, stock code: 00659). He was appointed as an executive director of New World Development Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00017) on 29 November 2024.

Mr. Ho is a non-executive director of Shoucheng Holdings Limited (stock code: 00697) since May 2018 and an independent non-executive director of Kam Hing International Holdings Limited (stock code: 02307) since May 2010 (both companies are listed on the Main Board of the Stock Exchange). He was also a non-executive director of Wai Kee Holdings Limited (resigned on 26 June 2024) a company listed on the Main Board of the Stock Exchange. Mr. Ho was also a director and/or senior executive in several Hong Kong listed public companies. Mr. Ho has extensive experience in the area of corporate management, investments, corporate finance, merger and acquisition transactions and international brand and retail management.

Mr. Ho is the General Committee Member of the Hong Kong General Chamber of Commerce, the Vice Chairman of the China Committee of the Hong Kong General Chamber of Commerce, the Vice Chairperson of the Chamber of Hong Kong Listed Companies, the Deputy Chairman of the Greater Bay Area Committee of CPA Australia, a member of the Hong Kong Logistics Development Council, a member of the Advisory Council on Career Development of Hong Kong University of Science and Technology, and a standing committee member of the Youth Federation of Inner Mongolia. He was a committee member of the Industry Advisory Committee of Insurance Authority from June 2020 to May 2022 and a committee member of the Chinese People's Political Consultative Conference of Shenyang from 2007 to 2021.

Mr. Ho holds a Bachelor of Commerce degree and a Bachelor of Laws degree from The University of Sydney, Australia and was admitted as a solicitor in New South Wales, Australia and England and Wales and as a solicitor and barrister in the High Court of Australia. He is also a fellow member of CPA Australia.

Mr. Ho has been appointed as Independent Non-executive Director in January 2017 and is also a member of the Audit Committee, Remuneration Committee and Nomination Committee.

獨立非執行董事 (續)

何智恒先生 *BComm, LLB, FCPA (Aust.)*

何先生，48歲，為周大福企業有限公司聯席行政總裁。彼亦為周大福創建有限公司（「周大福創建」，前稱新創建集團有限公司）（一間於聯交所主板上市之公司，股份代號：00659）之執行董事及集團聯席行政總裁。彼於2024年11月29日獲委任為新世界發展有限公司（一間於聯交所主板上市之公司，股份代號：00017）之執行董事。

何先生於2018年5月起擔任首程控股有限公司（股份代號：00697）之非執行董事及於2010年5月起擔任錦興國際控股有限公司（股份代號：02307）之獨立非執行董事（上述公司均於聯交所主板上市）。彼亦曾為惠記集團有限公司的非執行董事（於2024年6月26日辭任）（該公司於聯交所主板上市）。何先生亦曾於多家香港上市公司擔任董事及／或高級管理人員。何先生於企業管理、投資、企業融資、併購交易及國際品牌及零售管理範疇擁有豐富經驗。

何先生現為香港總商會理事會理事、香港總商會中國委員會副主席、香港上市公司商會副主席、澳洲會計師公會大灣區委員會副主席、香港物流發展局成員、香港科技大學職業發展顧問委員會成員及內蒙古自治區青年聯合會常務委員。彼曾於2020年6月至2022年5月期間出任保險業監管局業界諮詢委員會委員以及於2007年至2021年期間出任中國人民政治協商會議瀋陽市委員會會員。

何先生持有澳洲悉尼大學商業學士及法學士學位，並為澳洲新南威爾士省、英格蘭及威爾斯認可之律師以及澳洲高等法院認可之律師及大律師。彼亦為澳洲會計師公會資深會員。

何先生於2017年1月獲委任為獨立非執行董事，亦為審核委員會、薪酬委員會及提名委員會之成員。

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Dr. Yen Gordon BSc(ME), MBA, DBA

Dr. Yen, aged 55, graduated from Boston University in the United States with a degree in Bachelor of Science in Manufacturing Engineering in 1990. He was also awarded a Master of Business Administration degree from McGill University in Canada in 1992 and a Doctor of Business Administration from The Hong Kong Polytechnic University in 2005. Dr. Yen is currently the founding managing partner of Radiant Tech Ventures Limited, an innovation and technology venture capital firm. He has more than 29 years of management and operational experience in private and listed companies in investment, global supply chain, manufacturing and infrastructure industries. Dr. Yen is registered as a responsible officer to carry out Type 9 (asset management) regulated activities under the SFO. He has also been appointed as a non-executive director and non-executive vice chairman of Fountain Set (Holdings) Limited (a company listed on the Main Board of the Stock Exchange, stock code: 00420) since 2013 and 2018 respectively and an independent non-executive director of Impro Precision Industries Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01286) since 2019. Dr. Yen is the Chairman of the Hong Kong Venture Investment and Business Angel Network, Board of Director and Co-chairperson of the Technical Committee of the Hong Kong Venture Capital and Private Equity Association (HKVCA).

Dr. Yen has been appointed as Independent Non-executive Director in September 2021 and is also a the member of the Nomination Committee.

HONORARY DIRECTOR

Madam Li Wai Hang, Christina

Madam Li, aged 74, joined the Group in 1975 and has over 50 years' experience in the construction industry and corporate management. Madam Li is one of the founders of the Company. She was an Executive Director and is coronated as the Honorary Director in February 2023 as an advisory role to the Company for contributing to the Group on significant matters. She also holds directorships in certain principal subsidiaries of the Company. Madam Li is the mother of Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick, and Mrs. Lee Pang Yat Sum, Rita. She is a director of GT Winners Limited ("GT Winners"), the controlling shareholder of the Company (as defined in the Listing Rules). Madam Li, Mr. Pang Yat Ting, Dominic and Mrs. Lee Pang Yat Sum, Rita each owns 45%, 45% and 10% equity interest in GT Winners.

獨立非執行董事 (續)

嚴震銘博士 BSc(ME), MBA, DBA

嚴博士，55歲，於1990年畢業於美國波士頓大學，獲授製造工程理學士學位。彼亦於1992年獲加拿大麥基爾大學頒發工商管理碩士學位及於2005年獲香港理工大學頒發工商管理博士學位。嚴博士現為慧科科創投資有限公司（一家創新和技術開發投資公司）的創始及執行合夥人。彼在投資、全球供應鏈、製造及基建行業擁有29年以上私營及上市公司的管理以及營運經驗。嚴博士為證券及期貨條例下可進行第9類（提供資產管理）受規管活動之負責人員。彼亦分別自2013年及2018年起擔任福田實業（集團）有限公司（一間於聯交所主板上市之公司，股份代號：00420）的非執行董事及非執行副主席及自2019年起擔任鷹普精密工業有限公司（一間於聯交所主板上市之公司，股份代號：01286）之獨立非執行董事。嚴博士為香港風險及天使投資脈絡主席及香港創業及私募投資協會會董及技術委員會聯席主席。

嚴博士於2021年9月獲委任為獨立非執行董事，亦為提名委員會之成員。

榮譽董事

李蕙嫻女士

李女士，74歲，於1975年加入本集團，並於建造業及企業管理積逾50年經驗。李女士為本公司其中一位創辦人。彼曾出任執行董事，並於2023年2月被任命為「榮譽董事」及擔任本公司顧問，為本集團重大事項提供意見。彼亦擔任本公司若干主要附屬公司之董事。李女士為彭一庭先生、彭一邦博士工程師以及李彭一心女士之母親。彼為本公司控股股東（定義見上市規則）GT Winners Limited（「GT Winners」）之董事。李女士、彭一庭先生及李彭一心女士各自擁有GT Winners之45%、45%及10%股本權益。

SENIOR MANAGEMENT

Group

Mr. Yiu Chi Sang, Andy *Dip(Eng), LLB(Hons), MA(ArbDR), MSc(C.Mgt), MRICS, MICE, MHKIE, MASCE, FCI Arb, FHKI Arb, CEng*

Mr. Yiu, aged 69, graduated from Hong Kong Baptist University in 1981 with a Diploma in Civil Engineering. He was awarded a Master of Arts degree in Dispute Resolution and Arbitration in 1995 and a Master of Science degree in Construction Management in 1998 from City University of Hong Kong. He further obtained a Bachelor of Laws degree in 2004 from the University of Wolverhampton, the United Kingdom. He is a member of the Royal Institution of Chartered Surveyors, the Institution of Civil Engineers, the United Kingdom, the Hong Kong Institution of Engineers and the American Society of Civil Engineers as well as a fellow member of the Chartered Institute of Arbitrators, the United Kingdom and the Hong Kong Institute of Arbitrators. Mr. Yiu has over 44 years' experience in the construction industry, including civil, building, foundation and marine engineering projects in Hong Kong, Macau, Vietnam and the Mainland China. He re-joined the Group in 2008 and was the Chief Operating Officer of the construction segment of the Group. He is currently the Executive Vice President of the Company, responsible for assisting the Chief Executive Officer of the Company to oversee the operation of the construction business of the Group.

Mr. Tam Chi Kwong, Steve *MSc(PM)*

Mr. Tam, aged 61, obtained a higher diploma in structural engineering and an associateship in civil and structural engineering from the Hong Kong Polytechnic (now known as the Hong Kong Polytechnic University) in 1986 and 1988 respectively. He further obtained a postgraduate diploma in civil engineering and a Master of Science degree in project management from the Hong Kong Polytechnic University in 1996 and 2009 respectively. Prior to joining the Group in 2002, he had served a construction company, responsible for various construction projects in Hong Kong. He has more than 18 years of experience in corporate management. Mr. Tam had been the Chief Executive Officer of City Services Group Limited and is currently the director of the Group overseeing the overall performance of the internal operations of the Group. Mr. Tam holds directorships in certain subsidiaries of the Company and is also a member of other business executive board of the Group.

高層管理人員

集團

饒智生先生 *Dip(Eng), LLB(Hons), MA(ArbDR), MSc(C.Mgt), MRICS, MICE, MHKIE, MASCE, FCI Arb, FHKI Arb, CEng*

饒先生，69歲，1981年畢業於香港浸會大學，獲授土木工程文憑。彼分別於1995年及1998年獲香港城市大學頒授爭議解決及仲裁學文學碩士學位以及建築管理學科學碩士學位。彼其後再於2004年取得英國 University of Wolverhampton 法律學士學位。彼為英國皇家特許測量師學會、英國土木工程師學會、香港工程師學會及美國土木工程師學會之會員，以及英國特許仲裁司公會及香港仲裁司學會之資深會員。饒先生於建造業積逾44年經驗，包括香港、澳門、越南及中國內地之土木工程、建築工程、地基工程及海事工程項目。彼於2008年重投本集團，曾擔任本集團建築部之營運總裁。彼現為本公司之執行副總裁，負責協助本公司之行政總裁監督本集團之建築業務之運作。

譚志光先生 *MSc(PM)*

譚先生，61歲，分別於1986年及1988年於香港理工學院（現稱為香港理工大學）取得結構工程高級文憑及土木及結構工程院士。彼其後亦分別於1996年及2009年於香港理工大學取得土木工程學深造文憑及項目管理理學碩士學位。彼於2002年加入本集團前，曾任職於一間建築公司，負責多個香港的工程項目。彼於企業管理方面擁有逾18年經驗。譚先生曾擔任城市服務集團有限公司之行政總裁，現為本集團之董事，負責監管本集團內部營運的整體表現。譚先生擔任本公司若干附屬公司之董事，並為本集團其他業務執行委員會之成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

SENIOR MANAGEMENT (Continued)

Group (Continued)

Mr. Lam Wai Hung, Roy *EMBA, Msc, B. Eng(Hon)*

Mr. Lam, aged 40, graduated from The Hong Kong Polytechnic University in 2006 with a Bachelor of Engineering in Building Services Engineering. He has also awarded a Master of Science in Real Estate from The University of Hong Kong in 2010 and an Executive Master of Business Administration from The Chinese University of Hong Kong in 2018. He has 19 years' experience in business development and property development. Mr. Lam worked with the Group from 2006 to 2015, responsible for assisting in management of projects under construction and property development segments. Mr. Lam re-joined the Group in 2017 and is currently the General Manager of the Company, responsible for assisting the Chief Executive Officer of the Company to oversee the operation of the business of the Group, and the director of Asia One Credit Limited and the Chief Executive Officer of Mattex Asia Development Limited, responsible for the management of construction finance and construction material e-procurement businesses of the Group.

Mr. Lam Hon Ming, Kelvin

Mr. Lam, aged 54, joined the Group in March 1994 and has served as the Group Financial Controller since 2015. He is primarily responsible for overseeing the Group's overall accounting and financial management functions, including but not limited to accounting, finance and treasury operations. Mr. Lam has over 30 years of experience in professional accounting and financial management. He also holds directorships in certain subsidiaries of the Company.

高層管理人員 (續)

集團 (續)

林偉雄先生 *EMBA, Msc, B. Eng(Hon)*

林先生，40歲，2006年畢業於香港理工大學，獲授屋宇設備工程學工學士學位。彼亦於2010年獲香港大學頒授理科碩士（房地產）學位及於2018年獲香港中文大學頒授行政人員工商管理碩士學位。彼於業務發展及物業發展擁有19年經驗。林先生曾於2006年至2015年間受僱於本集團，負責協助管理建築及物業發展分部之項目。林先生於2017年重投本集團，現時為本公司之總經理，負責協助本公司之行政總裁監督本集團之業務運作，以及亞洲第一信貸有限公司之董事及材迅亞洲發展集團有限公司之行政總裁，負責本集團建築融資及建築材料網上採購平台業務之管理。

林漢銘先生

林先生，現年54歲，自1994年3月加入本集團，並自2015年起出任本公司集團財務總監。林先生主要負責本集團整體的會計及財務管理工作，包括但不限於會計、財務及資金運作等事宜。林先生在專業會計及財務管理方面擁有逾30年經驗，並擔任本公司若干附屬公司之董事。

SENIOR MANAGEMENT *(Continued)*

Construction Segment

Sr Lee Ka Lun, Stephen *BA(AS), B. Bldg, Dip Proj Man (RICS), FRICS, FHKIS, ACI Arb, RPS(QS)*

Sr Lee, aged 68, graduated from The University of Hong Kong with a Bachelor of Arts (Architectural Studies) degree in 1980 and a Bachelor of Building degree in 1982. He is a Registered Professional Surveyor (QS) with fellow membership of the Royal Institution of Chartered Surveyors and The Hong Kong Institute of Surveyors and membership of the Chartered Institute of Arbitrators. He is on the List of Arbitrators of Hong Kong International Arbitration Centre and is a member of the Joint Panel of Arbitrators of The Hong Kong Institute of Surveyors and The Hong Kong Institute of Architects. Sr Lee has 44 years' experience in quantity surveying, commercial management and project management in Hong Kong, the Mainland China, Taiwan, Macau, Singapore, Malaysia and the Philippines. He worked with the Group from 1998 to 2005 and re-joined the Group in 2011. Sr Lee was the Chief Executive Officer of the construction segment of the Group from 2017 and has been the Chairman of Chun Wo Construction Holdings Company Limited since 2022.

Mr. Luk Wai Lam, William *B. Eng, EMBA, MICE, CEng, FHKIE, RPE, NEC4:ECC PM Accred., 正高級工程師(中國內地), APEC Engineer, IntPE*

Mr. Luk, aged 47, graduated from the University College London in 2000 with a Bachelor of Engineering degree in Civil Engineering. He was also awarded an Executive Master of Business Administration from The Chinese University of Hong Kong in 2016 and a NEC3 and NEC4 Engineering and Construction Contract Project Manager Accreditation in 2019. He is a member of the Institution of Civil Engineers in the United Kingdom and a Registered Professional Engineer in civil discipline in Hong Kong. He is the vice president and a fellow of the Hong Kong Institution of Engineers, and past chairman of civil division of the institution. Mr. Luk has 25 years' experience in construction industry, including infrastructure and project management in Hong Kong, Macau and the Mainland China. Mr. Luk joined the Group in 2010 and is currently the Deputy Chief Executive Officer of the construction segment of the Group, responsible for overseeing performance of the construction business and its development, actively leading digitalization and smart technology development and implementation.

高層管理人員 *(續)*

建築分部

李家鏘測量師 *BA(AS), B. Bldg, Dip Proj Man (RICS), FRICS, FHKIS, ACI Arb, RPS(QS)*

李測量師，68歲，1980年畢業於香港大學，獲授文學士(建築學)學位，及於1982年取得建造學學士學位。彼為香港註冊專業測量師(工料測量)，並為英國皇家特許測量師學會及香港測量師學會資深會員，以及英國特許仲裁師公會會員。彼獲列入香港國際仲裁中心的仲裁員名冊，並為香港測量師學會及香港建築師學會聯合仲裁委員會成員。李測量師於香港、中國內地、台灣、澳門、新加坡、馬來西亞及菲律賓擁有44年有關工料測量、商務管理及項目管理之經驗。彼曾於1998年至2005年間受僱於本集團，並於2011年重投本集團。李測量師自2017年起曾擔任本集團建築部之行政總裁，並從2022年起為俊和建築控股有限公司之主席。

陸偉霖先生 *B. Eng, EMBA, MICE, CEng, FHKIE, RPE, NEC4:ECC PM Accred., 正高級工程師(中國內地), APEC Engineer, IntPE*

陸先生，47歲，2000年畢業於倫敦大學學院，獲授土木工程學士學位。彼亦於2016年獲香港中文大學頒授行政人員工商管理碩士學位及於2019年獲授新工程合約(NEC3及NEC4)項目經理認可。彼為英國土木工程師學會會員及香港註冊專業工程師(土木界別)，亦為香港工程師學會副會長、資深會員及土木分部前主席。陸先生於建造業擁有25年之經驗，包括於香港、澳門及中國內地之基礎建設及項目管理。陸先生於2010年加入本集團，現為本集團建築業務副行政總裁，負責監管建築業務的運營表現與業務發展策略，並積極推動企業的數位化轉型及智慧技術研發。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

SENIOR MANAGEMENT (Continued)

Construction Segment (Continued)

Mr. Huynh Quang Vi, Roger BAppSc (Hons), MHKIE

Mr. Huynh, aged 52, graduated from the Royal Melbourne Institute of Technology in 1997 with a Bachelor of Applied Science in Construction Management (Hon) and is a member of the Hong Kong Institution of Engineers. He has over 28 years of international experience in delivering complex infrastructure and building projects across numerous geographies including Malaysia, Australia, Hong Kong, China, Taiwan, Vietnam, Macau, and United Arab Emirates. Mr. Huynh worked for the Group from 2000 to 2010 and has since rejoined in 2023, he currently serves as the Chief Operating Officer of the construction segment of the Group and holds directorships in certain subsidiaries of the Company. He is responsible for the enhancement of operational performance of several divisions within the construction business and to ensure that the effectiveness, efficiency, and project oversight measures are being successfully executed.

Mr. Chan Anthony Yin Chung

Mr. Chan, aged 39, graduated from University of British Columbia in Canada in 2008. He is an honorary secretary of Hong Kong Construction Association ("HKCA"), an honorary treasurer of the HKCA Civil Engineering Committee, a chairman of the HKCA Environmental Committee, an honorary chairman of the HKCA Young Members Society, a chairman of the Hong Kong Institute of Construction STEAM Alliance, a chairman of the CIC Course Advisory Panel on Civil Engineering, and a vice chairman of the Youth of Guangzhou and Hong Kong Association and a director of BEAM Society Limited. He is also a committee member of Development Bureau Steering Committee on Construction Innovation and Technology Fund, CIC Organising Committee of Global Construction Digitalisation Forum and Exhibition 2024 and the Lifewire Foundation Limited. Mr. Chan became a business partner of the Group in 2019. He has substantial experience in construction industry and currently is the managing director of Kwan Lee Holding Limited and is responsible for the management of its overall business.

Er Ng Swee How, Vincent B. Sc.Eng.(Hons), M.Sc.Eng., P.Eng., C Eng., ACPE., MIES., M.Con.E.S

Er Ng, aged 70, graduated from the Aberdeen University in the United Kingdom with a Bachelor's degree of Engineering (Hons) in 1980. He has also awarded a Master of Civil Engineering degree from the National University of Singapore in 1985. Er Ng is a Registered Professional Engineer in Singapore, a Registered Asean Chartered Professional Engineer and a member of the Institution of Engineers, Singapore. He has 45 years' experience in structural design, civil engineering and project management in Singapore, Malaysia, Indonesia, Sri Lanka and Vietnam. Er Ng became a business partner of the Group in 2016 and is currently the managing director of R.J. Crocker Consultants Pte. Ltd., responsible for the management of its overall business.

高層管理人員 (續)

建築分部 (續)

黃燦光先生 BAppSc (Hons), MHKIE

黃先生，52歲，1997年畢業於墨爾本皇家理工大學，獲建築管理學學位，彼為香港工程師學會會員。彼於馬來西亞、澳洲、香港、中國、台灣、越南、澳門及阿拉伯聯合酋長國之不同地區擁有逾28年處理複雜基建及建築項目之國際經驗。黃先生曾於2000年至2010年間受聘於本集團，並於2023年重投本集團，現擔任本集團建築部之營運總監及本公司若干附屬公司之董事，負責提高建築業務分部之有效運作及監督項目執行。

陳賢宗先生

陳先生，39歲，2008年畢業於加拿大不列顛哥倫比亞大學。彼為香港建造商會（「香港建造商會」）義務秘書、香港建造商會土木工程小組義務司庫、香港建造商會環保小組主席、香港建造商會青年會榮譽主席、香港建造學院STEAM聯盟督導小組主席、建造業議會土木工程科工藝顧問組主席、香港廣州青年總會副主席及BEAM建築環保評估協會董事。彼亦為發展局建造業創新及科技基金督導委員會成員、2024建造業議會國際建造數碼化論壇暨展覽籌備委員會成員及護•聯網慈善基金有限公司委員會成員。陳先生於2019年成為本集團之業務夥伴。彼於建造業擁有豐富經驗及現時為群利集團有限公司之執行董事，負責管理其之整體業務。

黃書孝工程師 B. Sc.Eng.(Hons), M.Sc. Eng., P.Eng., C Eng., ACPE., MIES., M.Con.E.S

黃工程師，70歲，1980年畢業於英國鴨巴甸大學，獲授工程榮譽學士學位。彼亦於1985年獲新加坡國立大學頒授土木工程碩士學位。黃工程師為新加坡註冊專業工程師、東盟註冊特許專業工程師及新加坡工程師學會會員。彼於新加坡、馬來西亞、印尼、斯里蘭卡及越南擁有45年有關結構工程、土木工程及項目管理之經驗。黃工程師於2016年成為本集團之業務夥伴，現為冠格顧問有限公司之董事總經理，負責管理其整體業務。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

SENIOR MANAGEMENT (Continued)

Property Development and Assets Leasing Segment

Mr. Ho Chun Wai *B.Arch, MSc(RED)*

Mr. Ho, aged 50, graduated from The University of Southern California in 1999 with a degree in Bachelor of Architecture. He was awarded a Master of Science degree in Real Estate Development from Columbia University, New York in 2007. He has more than 22 years' working experience in architecture design, project management and property development aspects for many projects of various size and complexity in Hong Kong and the United States. Prior to joining the Group, he had served a public listed property development company in Hong Kong, responsible for the property development and management of projects in Hong Kong. Mr. Ho worked with the Group from 2018 to 2021 and re-joined the Group in 2023, he is currently the General Manager of the property development segment of the Group, responsible for the management of the overall property development and investment business of the Group.

Professional Services Segment

Mr. Cheng Siu Cheung, Andrew *EMBA*

Mr. Cheng, aged 48, graduated from the Hong Kong Polytechnic University in 2000 with a Bachelor of Science degree in Building Technology and Management. He obtained an Executive Master of Business Administration degree from the Chinese University of Hong Kong in 2016.

Mr. Cheng worked in Gammon Construction Limited from 2000. In 2008, he worked in Henderson Land Development to oversee construction projects in Beijing and Shanghai. He joined the Asia Allied Infrastructure Holdings Limited in July 2010 and was primarily responsible for managing civil engineering and foundation projects. He has over 20 years of working experience in the construction industry and is registered in the Buildings Department as the Authorised Signatory of Specialist Contractor in Foundation Works.

Mr. Cheng was seconded to City Services Group as the Assistant General Manager on 1 July 2021 and appointed as our Acting Chief Executive Officer from 1 April 2023. In 1 March 2025, he appointed as Chief Executive Officer of City Services Group.

Mr. Ho Chu Ming *BSc (Hons), MRICS, MHKIS*

Mr. Ho, aged 66, graduated from The University of Salford, the United Kingdom with a Bachelor's of Building Technology and Management degree in 1986. He is a member of the Royal Institute of Chartered Surveyors and a member of the Hong Kong Institute of Surveyors. He has over 31 years of experience in the property management and maintenance industries. Mr. Ho is the executive director of Modern Living Investments Holdings Limited, responsible for the management of its overall business development.

高層管理人員 (續)

物業發展及資產租賃分部

何俊威先生 *B.Arch, MSc(RED)*

何先生，50歲，1999年畢業於南加州大學，獲授建築學士學位。彼於2007年獲紐約哥倫比亞大學頒授房地產開發理學碩士學位。彼於香港及美國各種規模及複雜程度項目之建築設計、項目管理及物業發展範疇積逾22年經驗。彼加入本集團前，曾任職於一間香港上市物業發展公司，負責香港物業發展及項目管理工作。何先生於2018年至2021年間受僱於本集團並於2023年重投本集團，彼現時為本集團物業發展部之總經理，負責本集團整體物業發展及投資業務之管理。

專業服務分部

鄭紹章先生 *EMBA*

鄭先生，48歲，於2000年畢業於香港理工大學，獲建築技術與管理理學士學位，並於2016年取得香港中文大學行政人員工商管理碩士(EMBA)學位。

鄭先生自2000年起任職於金門建築有限公司。2008年轉投恒基兆業地產集團，負責督導北京及上海地區的建築工程項目。2010年7月加入亞洲聯合基建控股有限公司，主要負責管理土木工程及地基工程項目。他在建築業擁有逾20年經驗，並在香港屋宇署註冊為地基工程專門承建商授權簽署人。

鄭先生自2021年7月1日起借調至城市服務集團擔任助理總經理，並於2023年4月1日獲委任為署理行政總裁。2025年3月1日正式出任城市服務集團行政總裁。

何柱明先生 *BSc (Hons), MRICS, MHKIS*

何先生，66歲，1986年畢業於英國索爾福德大學，獲授建築技術及管理學士學位。彼為英國皇家特許測量師學會專業會員及香港測量師學會會員。何先生於物業管理及維修保養行業擁有逾31年之經驗。何先生為雅居投資控股有限公司之執行董事，負責管理其之整體業務發展。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員資料

SENIOR MANAGEMENT (Continued)

Professional Services Segment (Continued)

Mr. Ng Fuk Wah *HKICPA, M.H.K.I.H., R.P.H.M*

Mr. Ng, aged 65, obtained his professional diploma in accountancy from the Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in 1983 and a diploma in housing management from the School of Professional and Continuing Education of The University of Hong Kong (HKU SPACE) in 2002. He is a member of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants), a member of the Hong Kong Institute of Housing and a professional housing manager of the Housing Managers Registration Board. He has over 30 years of experience in the property management industry. Mr. Ng became a business partner of the Group this fiscal year and is the Executive Director of Modern Living Investments Holdings Limited, responsible for the management of its overall business development.

Non-franchised Bus Services Segment

Mr. Wong Kwan Kit, Calvin *BBA(Mktg)*

Mr. Wong, aged 40, graduated from Oxford Brookes University in the United Kingdom in 2009 with a degree in Bachelor of Business Administration in Marketing. He has 15 years' experience in local logistics industry and business management. Mr. Wong became a business partner of the Group in 2018 and is currently the Chief Executive Officer of the non-franchised bus services segment of the Group, responsible for the management of its overall business.

Education Segment

Mrs. Lee Pang Yat Sum, Rita *BA, JD*

Ms. Pang aged 51, graduated from Harvard University, the United States in 1996 with a Bachelor of Arts degree. She has also awarded a degree of Juris Doctor from Duke University, North Carolina in the United States in 1999. Ms. Pang is a member admitted to the State of Bar of New York and Massachusetts in the United States and a certified public accountant of Delaware in the United States. Prior to joining the Group in 2019, Ms. Pang had practiced law at Citibank (Hong Kong) and US law firms and has over 24 years' experience in legal and compliance fields in the United States and Hong Kong. Ms. Pang is the founder and director of See Change Education Limited, responsible for the management of education business of the Group.

Ms. Pang is the younger sister of Mr. Pang Yat Ting, Dominic, the elder sister of Ir Dr. Pang Yat Bond, Derrick and the daughter of Madam Li Wai Hang, Christina. Ms. Pang owns 10% equity interest in GT Winners Limited, the controlling shareholder of the Company (as defined in the Listing Rules) in which each of Mr. Pang Yat Ting, Dominic and Madam Li Wai Hang, Christina owns 45% equity interest.

高層管理人員 (續)

專業服務分部 (續)

吳福華先生 *HKICPA, M.H.K.I.H., R.P.H.M*

吳先生，65歲，分別於1983年及2002年取得香港理工學院（現稱香港理工大學）會計學專業文憑及香港大學專業進修學院屋宇管理文憑。彼為香港會計師協會（現稱為香港會計師公會）會員，香港房屋經理學會會員及房屋經理註冊管理局的專業房屋經理。吳先生於物業管理行業擁有逾30年之經驗。吳先生於本財政年度成為本集團之業務夥伴及為雅居投資控股有限公司之執行董事，負責管理其之整體業務發展。

非專營巴士服務分部

汪君傑先生 *BBA(Mktg)*

汪先生，40歲，2009年畢業於英國牛津布魯克斯大學，獲授市場學工商管理學士學位。彼於本地物流行業及商業管理擁有15年經驗。汪先生於2018年成為本集團之業務夥伴，現時為本集團非專營巴士服務分部之行政總裁，負責管理其整體業務。

教育分部

李彭一心女士 *BA, JD*

彭女士，51歲，1996年畢業於美國哈佛大學，獲授文學士學位。彼亦於1999年獲美國北卡羅萊納州杜克大學頒授法律博士學位。彭女士為美國紐約及麻省律師協會之會員及美國特拉華州之註冊會計師。彭女士於2019年加入本集團前，於花旗銀行（香港）及美國的律師事務所從事法律工作，並於美國及香港擁有逾24年法律及合規方面之經驗。彭女士為斯程教育有限公司之創辦人及董事，負責本集團教育業務之管理。

彭女士為彭一庭先生之胞妹、彭一邦博士工程師之胞姊及李蕙嫻女士之女兒。彭女士擁有本公司控股股東（定義見上市規則）GT Winners Limited之10%股本權益，而彭一庭先生及李蕙嫻女士各自擁有GT Winners Limited之45%股本權益。

SENIOR MANAGEMENT *(Continued)*

Medical Technology and Healthcare Segment

Mr. Hon Ru Jiunn, Alex B. Eng(Hons), MICE, CEng, MHKIE

Mr. Hon, aged 34, graduated from The University of Hong Kong in 2012 with a Bachelor of Civil Engineering. He further obtained a NEC3 and NEC4 Engineering and Construction Contract Project Manager Accreditation in 2020. He is a member of the Institution of Civil Engineers in United Kingdom and the Hong Kong Institution of Engineers. Mr. Hon has 13 years' experience in construction industry including infrastructure project management in Hong Kong. Mr. Hon joined the Group in 2012 as an Elite Management Trainee and currently is the Assistant General Manager of the Company, and the Chief Executive Officer of Hong Kong Cyclotron Laboratories Limited and General Manager of Chun Wo Elegant Decoration Engineering Limited, responsible for management of radiopharmaceutical manufacturing medical business, and medical decoration business of the Group.

COMPANY SECRETARY

Ms. Wong Chi Yin

Ms. Wong was appointed as the company secretary of the Company on 31 December 2024. Ms. Wong holds a degree in Bachelor of Business Administration (Honours) in Accountancy in City University of Hong Kong. She is a fellow member of Association of Chartered Certified Accountants, an associate member of The Taxation Institute of Hong Kong and a member of The Institute of Internal Auditors Hong Kong. She is also a Chartered Tax Adviser (Non-practising) in Hong Kong, a Certified Internal Auditor and a Certified ESG Planner. Ms. Wong has substantial experience in accounting, corporate finance and company secretarial matters in various companies listed on the Stock Exchange and currently is the company secretary of Modern Living Investments Holdings Limited (a subsidiary of the Company listed on GEM of the Stock Exchange, stock code: 08426).

高層管理人員 (續)

醫療科技與健康分部

韓儒俊先生 B. Eng(Hons), MICE, CEng, MHKIE

韓先生，34歲，2012年畢業於香港大學，獲授土木工程學士學位。彼其後於2020年獲授新工程合約（NEC3及NEC4）項目經理認可。彼為英國土木工程工程師學會會員及香港工程師學會會員。韓先生於建築業擁有13年之經驗，包括香港之基礎建設及項目管理。韓先生於2012年透過精英培訓計劃加入本集團，現為本公司副總經理，以及Hong Kong Cyclotron Laboratories Limited之行政總裁及俊和高雅裝飾工程有限公司之總經理，負責本集團醫療放射性藥物生產及醫療裝修工程業務之管理。

公司秘書

黃智燕女士

黃女士，於2024年12月31日被委任為本公司的公司秘書。黃女士持有香港城市大學會計學（榮譽）工商管理學士學位。彼為英國特許公認會計師公會資深會員、香港稅務學會會員及香港內部審計師協會會員。彼亦為香港特許稅務師（非執業）、註冊內部審計師及註冊環境、社會及管治規劃師。黃女士具有多間聯交所上市公司之會計、企業融資及公司秘書事務的豐富經驗，目前為雅居投資控股有限公司（一間於聯交所GEM上市之本公司之附屬公司，股份代號：08426）的公司秘書。

CORPORATE GOVERNANCE REPORT

企業管治報告



The Company has been making continued efforts to incorporate the key elements of sound corporate governance into its management structure and internal control procedures. The Company is committed to maintaining a high standard of corporate governance, upholding a high standard of ethics, transparency, responsibility and integrity in all aspects of business, and ensuring that affairs are conducted in accordance with applicable laws and regulations.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the code provisions of the CG Code throughout the Year. The Board had duly performed its duties relating to the corporate governance functions and was not aware of any code provisions of the CG Code being violated during the Year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, after a specific enquiry made by the Company, that they have fully complied with the required standard set out in the Model Code throughout the Year.

BOARD OF DIRECTORS

The Board is responsible for the management of the Company on behalf of the Shareholders. Key responsibilities include formulation of the Group's overall strategies, setting of management targets and supervision of management performance. The Board confines itself to making broad policy decisions and also exercising a number of reserved powers as mentioned below, while delegating responsibility for more detailed considerations to the Management Committee under the leadership of the Chief Executive Officer of the Company:

- those functions and matters as set out in the terms of reference of various Board committees (as amended from time to time), for which Board's approval must be sought from time to time;
- those functions and matters for which Board's approval must be sought in accordance with the Group's internal policy (as amended from time to time);
- consideration and approval of the ESG report, financial statements in interim reports and annual reports, announcements and press releases of interim and annual results;
- focusing on matters affecting the Company's overall strategic policies, financing and Shareholders;

本公司一直致力將完善的企業管治要素融入其管理架構及內部監控程序當中。本公司銳意保持高水平的企業管治，維持業務在各方面均能維護嚴謹的道德標準、透明度、責任及誠信操守，並確保業務以符合適用法例及法規的方式進行。

企業管治常規

本公司於本年度內已遵守企業管治守則內所載之所有守則條文。董事局已履行其有關企業管治職能之職責，及並無發現於本年度內有違反企業管治守則內之任何守則條文。

董事的證券交易

本公司已採納標準守則作為董事進行證券交易之行為守則。經本公司作出具體查詢後，全體董事已確認彼等於本年度內已全面遵守標準守則內所規定之標準。

董事局

董事局代表股東負責本公司之管理。主要職責包括制訂本集團之整體策略、訂立管理目標及監察管理層之表現。董事局負責整體決策，並行使下文所述之多項保留權力，而考慮工作細節之職務則交由本公司之行政總裁帶領之管理委員會負責：

- 各個董事局委員會之職權範圍內訂明之各項職能及事務（經不時修訂），其必須由董事局不時批准；
- 按照本集團之內部政策（經不時修訂），必須提交予董事局批准之各項職能及事務；
- 考慮及批准環境、社會及管治報告、中期報告與年報內之財務報表，以及中期與全年業績之公告及新聞稿；
- 集中留意影響本公司之整體策略性政策、融資及股東之事宜；

BOARD OF DIRECTORS *(Continued)*

- consideration of dividend policy and dividend amount; and
- reviewing and monitoring the corporate governance policies and practices of the Group to ensure compliance with the legal and regulatory requirements.

All Directors have full and timely access to all relevant information, including regular reports from the Board committees and briefings on significant legal, regulatory or accounting issues affecting the Group.

To enable independent advice accessible by the Board, a Director has a material conflict of interest in relation to a transaction or proposal to be considered by the Board, such Director is required to declare such interest and abstain from voting, but is still able to express his/her opinion. The matter is considered at a Board meeting and voted on by the Directors who have no material interest in that transaction. Each Director may seek independent professional advice as considered necessary to fulfil his/her responsibilities and in exercising independent judgment when making decisions in furtherance of his/her Directors' duties at the Company's expense. Independent professional advice shall include legal advice and advice of accountants and other professional financial advisers on matters of law, accounting and other regulatory matters. Any advice obtained may be made available to other members of the Board. Each Board Committee should report to the Board on its decisions and recommendations. The Board has reviewed and satisfied with the implementation and effectiveness for the Year of the abovementioned mechanism.

BOARD COMPOSITION

As at the date of this report, the Board comprises nine Directors including three Executive Directors, two NEDs and four INEDs, with INEDs representing not less than one-third of the Board as required under the Listing Rules. The Board members are listed below:

Executive Directors

Mr. Pang Yat Ting, Dominic (*Chairman*)
Mr. Xu Jianhua, Jerry (*Deputy Chairman*)
Ir Dr. Pang Yat Bond, Derrick JP (*Chief Executive Officer*)

董事局 (續)

- 考慮股息政策及股息金額；及
- 檢討及監察本集團的企業管治政策及常規，以確保遵守法律及監管規定。

全體董事均可全面和及時索閱所有相關資訊，包括董事局轄下的委員會之定期報告，以及對本集團構成影響之重大法律、監管或會計事宜之簡報。

為使董事局能獲取獨立意見，董事在董事局將予考慮之交易或建議中存在重大利益衝突時，該董事須申報有關利益及放棄投票，但該董事仍可表達其意見。有關事項須經董事局會議審議，並由交易中不存在重大利益之董事投票表決。各董事在履行其董事職責期間，及就履行職責而作出決定時，可尋求彼等認為必要的獨立專業意見，而該等費用均由本公司負責。獨立專業意見包括法律意見、會計師及其他專業財務顧問就法律、會計及其他監管事宜上提供的意見，而所有意見均可向董事局其他成員提供。每個董事局委員會都應向董事局報告其決定和建議。董事局已審閱及信納上述機制於本年度的實施及有效性。

董事局組成

於本報告日期，董事局由九名董事組成，包括三名執行董事、兩名非執行董事及四名獨立非執行董事，其中獨立非執行董事按上市規則規定佔董事局成員人數不少於三分之一。董事局成員列示如下：

執行董事

彭一庭先生 (主席)
徐建華先生 (副主席)
彭一邦博士工程師太平紳士 (行政總裁)



BOARD COMPOSITION (Continued)

Non-executive Directors

Ms. Wong Wendy Dick Yee

Dr. Yim Yuk Lun, Stanley SBS BBS JP

Independent Non-executive Directors

Mr. Wu William Wai Leung

Mr. Lam Yau Fung, Curt

Mr. Ho Gilbert Chi Hang

Dr. Yen Gordon

Each of the NEDs and INEDs has entered into an appointment letter with the Company for a term of three years. The appointment letter is renewable subject to consent given by the Company and the respective NEDs and INEDs. The NEDs and INEDs are subject to retirement by rotation in accordance with the Bye-laws.

The Board had at all times during the Year met the requirements of the Listing Rules relating to the appointment of at least three INEDs with at least one INED possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received a written confirmation from each INED to confirm his independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all INEDs are independent under the Listing Rules.

Relationship between Board Members

Mr. Pang Yat Ting, Dominic and Ir Dr. Pang Yat Bond, Derrick being brothers, and Madam Li Wai Hang, Christina is the mother of Mr. Pang Yat Ting, Dominic and Ir Dr. Pang Yat Bond, Derrick.

Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick, Madam Li Wai Hang, Christina and/or Mrs. Lee Pang Yat Sum, Rita, through the companies controlled by them, hold minority interests in certain investment vehicles in which Dr. Yen Gordon also has interests.

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

董事局組成 (續)

非執行董事

黃迪怡小姐

嚴玉麟博士 銀紫荊星章，銅紫荊星章，太平紳士

獨立非執行董事

胡偉亮先生

林右烽先生

何智恒先生

嚴震銘博士

各非執行董事及獨立非執行董事已與本公司訂立一份為期三年之委任函。有關委任函在本公司及非執行董事及獨立非執行董事各自同意下可予續約。非執行董事及獨立非執行董事須根據公司細則輪席退任。

董事局於本年度內任何時間均符合上市規則之規定，委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事已具備合適之專業資格或會計或相關財務管理專業知識。

本公司已接獲各獨立非執行董事按上市規則第3.13條確認彼之獨立性之書面確認書。本公司認為全體獨立非執行董事根據上市規則均具獨立性。

董事局成員之間之關係

彭一庭先生與彭一邦博士工程師為兄弟，以及李蕙嫻女士為彭一庭先生及彭一邦博士工程師之母親。

彭一庭先生、彭一邦博士工程師、李蕙嫻女士及／或李彭一心女士，透過彼等共同持有的若干公司，持有若干投資工具之少數權益，而嚴震銘博士亦於該等投資工具持有權益。

除上述披露者外，董事局成員之間概無財務、業務、家屬或其他重大／相關之關係。

BOARD COMPOSITION (Continued)

Diversity Policy

The Company recognises the benefits of having a diverse Board to enhance the quality of its performance and maintain a sustainable development in long run. In this regard, the Nomination Committee has endorsed the board diversity policy (the “Board Diversity Policy”) which sets out the approach to achieve diversity on the Board.

The Board Diversity Policy sets out the measurable objectives and provides that the Company should endeavor to achieve board diversity through consideration of a number of factors and measurable objectives, which including but not limited to gender, age, cultural and educational background, professional expertise, industry experience, skills and knowledge.

The Board since 2017 has upheld to consist of at least one female member and currently has one female Director and as such has achieved gender diversity in the Board. The Board has reviewed and satisfied with the implementation and effectiveness for the Year of the Board Diversity Policy. We will strive to enhance female representation and achieve an appropriate balance of gender diversity with reference to the stakeholders’ expectation and local recommended best practices.

The Company has also adopted a workforce diversity policy which sets out the factors and measurable objectives in the employment. Details of which are provided in the section headed “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT” set out on pages 53 to 97.

While conscious efforts are being taken by the Company to fulfil its pledges, appointments of board member and employment will be based on merit while taking into account diversity.

Nomination Policy

The Company has also adopted the nomination policy (the “Nomination Policy”) setting out the key selection criteria and principles to be used by the Company in making recommendations on the appointment or re-appointment of Directors and succession planning for Directors to the Board to ensure that the Board has a balance of skill, knowledge, experience and diversity of perspectives appropriate to the requirements of the Company’s business.

The Nomination Committee shall make reference to the Board Diversity Policy and the Nomination Policy to nominate suitably qualified candidates to the Board for consideration and make recommendations on the appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board.

董事局組成 (續)

多元化政策

本公司明白董事局成員多元化對提升其表現質素及維持長遠可持續發展裨益良多。為此，提名委員會已批准一套董事局成員多元化政策（「董事局成員多元化政策」），當中列載達致董事局成員多元化之方針。

董事局成員多元化政策列明可測量目標，並規定本公司應通過考慮其多項因素及可測量目標（包括但不限於性別、年齡、文化及教育背景、專業知識、行業經驗、技能及知識）努力實現董事局多元化。

董事局之組成自2017年起最少包括一位女性成員，而董事局目前擁有一名女性董事，故董事局已達致性別多元化。董事局已審閱及信納董事局成員多元化政策於本年度的實施及有效性。我們將參考持份者的期望及本地的最佳建議常規，致力提升女性比例並實現性別多元化的合適水平。

本公司亦已採納全體員工多元化政策，當中規定聘任時之考慮因素及可測量目標。有關詳情載於第53頁至第97頁之「環境、社會及管治報告」一節。

本公司致力履行其承諾，所有董事局成員之委任及員工聘任均以用人唯才為原則，並以多元化作考慮因素。

提名政策

本公司亦已採納提名政策（「提名政策」），當中列載本公司就委任及重新委任董事以及董事繼任計劃向董事局提供建議之主要甄選標準及原則，以確保董事局根據本公司業務具備適當所需技能、知識、經驗及多樣化觀點。

提名委員會應參考董事局成員多元化政策及提名政策，向董事局提名合適的合資格候選人以供考慮，以及建議委任任何候選人予董事局或重新委任董事局任何之現有成員。



BOARD COMPOSITION (Continued)

Nomination Policy (Continued)

The Nomination Committee is responsible for monitoring the implementation of the Board Diversity Policy and the Nomination Policy and the Board will review the above policies, as appropriate, to ensure their effectiveness.

Board Diversity

The following charts show the diversity of the Board as of the date of this report:

董事局組成 (續)

提名政策 (續)

提名委員會負責監察董事局成員多元化政策及提名政策之執行，而董事局將於適當時檢討以上政策，以確保其行之有效。

董事局成員多元化

下表闡述於本報告日期董事局之多元化：

		Number of Directors 董事數目
Gender	性別	
Male	男性	8
Female	女性	1
Age Group	年齡組別	
50 or below	50歲或以下	3
Over 50	50歲以上	6
Length of Service	服務年期	
5 years or below	5年或以下	1
Over 5 years	5年以上	8
INED Length of Service	獨立非執行董事服務年期	
Over 9 years	9年以上	1

Experience or Expertise	經驗或專業知識
• Accounting and Finance	• 會計及財務
• Asset Management	• 資產管理
• Construction	• 建築
• Corporate Management	• 企業管理
• Electronics	• 電子
• Investment and Financing	• 投資及融資
• Legal	• 法律
• Marketing	• 市場銷售
• Merger and Acquisition	• 收購及合併
• Property Development	• 物業發展
• Retail Management	• 零售管理
• Supply Chain Management	• 供應鏈管理

DIRECTORS' ATTENDANCE RECORDS AT MEETINGS

During the Year, the Company had held five board meetings and one general meeting. The attendance records of each member of the Board and Board committees at the respective meetings during the Year are set out below:

董事出席會議之記錄

於本年度內，本公司舉行了五次董事局會議及一次股東大會。董事局及董事局轄下委員會各個成員於本年度內出席相關會議之記錄載列如下：

		Number of meetings attended/Number of meetings held 出席會議次數／舉行會議次數				
Directors	董事	Board Meeting 董事局會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Annual General Meeting 股東週年大會
Executive Directors		執行董事				
Mr. Pang Yat Ting, Dominic (<i>Chairman</i>)	彭一庭先生(主席)	5/5	–	1/1	–	1/1
Mr. Xu Jianhua, Jerry (<i>Deputy Chairman</i>)	徐建華先生(副主席)	5/5	–	–	–	1/1
Mr. Pang Yat Bond, Derrick (<i>Chief Executive Officer</i>)	彭一邦博士工程師 (行政總裁)	5/5	–	–	–	1/1
Mr. Shea Chun Lok, Quadrant* (<i>Chief Financial Officer and Company Secretary</i>)	余俊樂先生* (首席財務官兼公司秘書)	2/5	–	–	–	1/1
Non-executive Directors		非執行董事				
Ms. Wong Wendy Dick Yee	黃迪怡小姐	5/5	2/2	1/1	–	0/1
Dr. Yim Yuk Lun, Stanley	嚴玉麟博士	4/5	2/2	1/1	–	1/1
Independent Non-executive Directors		獨立非執行董事				
Mr. Wu William Wai Leung	胡偉亮先生	5/5	2/2	1/1	1/1	1/1
Mr. Lam Yau Fung, Curt	林右烽先生	5/5	2/2	1/1	1/1	1/1
Mr. Ho Gilbert Chi Hang	何智恒先生	4/5	2/2	1/1	1/1	1/1
Dr. Yen Gordon	嚴震銘博士	5/5	–	1/1	–	1/1

* Mr. Shea Chun Lok, Quadrant resigned as an Executive Director with effect from 31 December 2024. His attendance during the reporting period has been recorded based on the number of meetings held during his tenure.

* 余俊樂先生辭任執行董事職務，自2024年12月31日生效。其於報告期間之出席情況乃參照其於任期內舉行的會議次數而定。



DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors are encouraged to attend relevant training courses at the Company's expense. All Directors are regularly provided with information in respect of the Group's latest business development and the latest development regarding the Listing Rules and other applicable statutory and regulatory requirements to facilitate their effective performance of directors' duties and ensure compliance and maintenance of good corporate governance practices. During the Year, all Directors had participated in seminars and/or studied materials on the following topics for developing and refreshing their knowledge and skills. The Company has received from all Directors their respective training records for the Year.

董事之持續專業發展

我們鼓勵全體董事參加相關培訓課程，費用由本公司支付。全體董事獲定期提供有關本集團最新業務發展及有關上市規則及其他適用法律及法規規定的最新發展之資訊，從而促進其有效履行董事職責，以及確保合規及維持良好的企業管治常規。於本年度，全體董事已參與以下主題的研討會及／或閱讀有關資料以增進及更新其知識及技能。本公司已接獲全體董事於本年度各自的培訓記錄。

Directors	董事	Topic on training covered (Note) 培訓涵蓋的主題(附註)
Executive Directors	執行董事	
Mr. Pang Yat Ting, Dominic	彭一庭先生	(a), (b), (c), (d)
Mr. Xu Jianhua, Jerry	徐建華先生	(a), (b), (c), (d)
Ir Dr. Pang Yat Bond, Derrick	彭一邦博士工程師	(a), (b), (c), (d)
Non-executive Directors	非執行董事	
Ms. Wong Wendy Dick Yee	黃迪怡小姐	(a), (b), (c)
Dr. Yim Yuk Lun, Stanley	嚴玉麟博士	(a), (b), (c)
Independent Non-executive Directors	獨立非執行董事	
Mr. Wu William Wai Leung	胡偉亮先生	(a), (b), (c), (d)
Mr. Lam Yau Fung, Curt	林右烽先生	(a), (b), (c), (d)
Mr. Ho Gilbert Chi Hang	何智恒先生	(a), (b), (c), (d)
Dr. Yen Gordon	嚴震銘博士	(a), (b), (c), (d)

Notes:

- (a) Corporate Governance
- (b) Regulatory
- (c) Management
- (d) Finance

附註：

- (a) 企業管治
- (b) 監管
- (c) 管理
- (d) 財務

CHAIRMAN AND CHIEF EXECUTIVE

During the Year, the Board had been led by the Chairman, Mr. Pang Yat Ting, Dominic and the role of Chief Executive Officer is performed by Ir Dr. Pang Yat Bond, Derrick.

The role of the Chairman is separate from that of the chief executive. The Chairman is responsible for overseeing the functioning of the Board while the chief executive is responsible for managing the Group's business.

主席及最高行政人員

於本年度，董事局由主席彭一庭先生領導，行政總裁由彭一邦博士工程師擔任。

主席與最高行政人員之角色明確劃分。主席負責監督董事局之職能運作，而最高行政人員則負責管理本集團之業務。

BOARD COMMITTEES

The Board has established various committees, including the Audit Committee, the Nomination Committee, the Remuneration Committee, the Management Committee and the Executive Committee. The respective terms of reference of the Audit Committee, the Nomination Committee and the Remuneration Committee are of no less exacting terms than those set out in the CG Code and are available on the Company's website. All committees are provided with sufficient resources to discharge their duties.

Management Committee

The Management Committee was established in April 1993. It operates as a general management committee with overall delegated authority from the Board in order to increase the efficiency for the business decisions and facilitate the approval of certain corporate actions.

As at the date of this report, the Management Committee comprises three members, all of whom are Executive Directors.

Members of the Management Committee:

Ir Dr. Pang Yat Bond, Derrick (*Chairman*)
Mr. Pang Yat Ting, Dominic
Mr. Xu Jianhua, Jerry

Executive Committee

The Executive Committee was established in March 2007 to assist the Management Committee in running of day-to-day business of the Company. It is responsible for the development and implementation of the business plans for corporate and business units. The Executive Committee is also supported by the heads of Project Management, cascading performance management down to project level.

As at the date of this report, the Executive Committee comprises three members, all of whom are Executive Directors.

Members of the Executive Committee:

Mr. Pang Yat Ting, Dominic (*Chairman*)
Mr. Xu Jianhua, Jerry
Ir Dr. Pang Yat Bond, Derrick

Remuneration Committee

The Remuneration Committee was formed in April 2005. The primary responsibilities of the Remuneration Committee are, inter alia, to make recommendations to the Board on the Company's policies and structure for the remuneration of all Directors and senior management of the Group and determine, with delegated responsibility, the remuneration packages of individual Executive Directors and the senior management of the Group.

董事局轄下的委員會

董事局已成立不同委員會，包括審核委員會、提名委員會、薪酬委員會、管理委員會及執行委員會。審核委員會、提名委員會及薪酬委員會其各自之職權範圍不遜於企業管治守則所規定之標準，並已登載於本公司網站。所有委員會均獲提供充足資源履行其職責。

管理委員會

管理委員會於1993年4月成立。其獲董事局全面授權，以總管理委員會之身份運作，為提升業務決策上之效率及有便於若干企業行動之批核。

於本報告日期，管理委員會由三名成員組成，全部均為執行董事。

管理委員會成員：

彭一邦博士工程師(主席)
彭一庭先生
徐建華先生

執行委員會

執行委員會於2007年3月成立，協助管理委員會處理本公司之日常業務運作。其負責發展及落實企業及業務部門的業務計劃。執行委員會亦獲項目管理主管所支援，使績效管理延伸至項目層面。

於本報告日期，執行委員會由三名成員組成，全部均為執行董事。

執行委員會成員：

彭一庭先生(主席)
徐建華先生
彭一邦博士工程師

薪酬委員會

薪酬委員會於2005年4月成立。薪酬委員會之主要職責為(其中包括)就本公司有關全體董事及本集團高層管理人員之薪酬政策及架構向董事局提出建議，並獲董事局轉授責任，釐定個別執行董事及本集團高層管理人員之薪酬待遇。



BOARD COMMITTEES (Continued)

Remuneration Committee (Continued)

As at the date of this report, the Remuneration Committee comprises three members, all of whom are INEDs.

Members of the Remuneration Committee:

Mr. Lam Yau Fung, Curt (*Chairman*)
Mr. Wu William Wai Leung
Mr. Ho Gilbert Chi Hang

During the Year, the Remuneration Committee assessed the performance and approved the remuneration packages of Executive Directors and senior management of the Group, and recommended the remuneration of INEDs to the Board for approval.

Emolument Policy for Directors

The Directors' emoluments are in line with market practice. The Group adopted the following main principles in determining the Directors' remuneration:

- No individual should determine his/her own remuneration;
- Remuneration should be broadly aligned with companies with whom the Group competes for human resources; and
- Remuneration should reflect performance and responsibility with a view to motivating and retaining high performing individuals and enhancing the value of the Company to the Shareholders.

In addition to the basic salaries, the Share Option Scheme and the Share Award Scheme have been adopted for rewarding and retaining Directors for the continual operation and development of the Group.

Details of the emoluments of Directors during the Year are set out in Note 10 to the financial statements of this annual report. The annual remuneration of the members of the senior management of the Group by band for the Year is set out below:

董事局轄下的委員會 (續)

薪酬委員會 (續)

於本報告日期，薪酬委員會由三名成員組成，全部均為獨立非執行董事。

薪酬委員會成員：

林右烽先生 (主席)
胡偉亮先生
何智恒先生

於本年度內，薪酬委員會已評估執行董事及本集團高層管理人員之表現及批准其薪酬待遇，以及建議獨立非執行董事之薪酬予董事局審批。

董事酬金政策

董事酬金乃符合市場水平。本集團採納下列主要原則釐定董事之酬金：

- 概無個別人士可決定其本身之酬金；
- 薪酬水平應與本集團聘用人才之競爭公司大致相若；及
- 酬金應反映個別人士之表現及責任，藉此激勵及挽留表現優秀之個別人士及提升本公司對股東的價值。

除基本薪金外，本公司已採納購股權計劃及股份獎勵計劃以獎勵及挽留董事為本集團持續經營及發展效力。

本年度董事酬金之詳情載於本年報之財務報表附註10。本年度本集團高層管理人員之年度薪酬按等級載列如下：

Remuneration Band	薪酬等級	Number of Senior Management 高層管理人員人數
HK\$2,000,000 or below	2,000,000 港元或以下	8
HK\$2,000,001 to HK\$3,000,000	2,000,001 港元至 3,000,000 港元	6
HK\$3,000,001 to HK\$4,000,000	3,000,001 港元至 4,000,000 港元	2
HK\$4,000,001 to HK\$5,000,000	4,000,001 港元至 5,000,000 港元	1

BOARD COMMITTEES (Continued)

Nomination Committee

The Nomination Committee was formed in April 2005. The responsibilities of the Nomination Committee are, inter alia, to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, to review the structure, size and composition of the Board and to ensure fair and transparent procedures for the appointment or re-appointment of Directors.

In case of necessity, the Nomination Committee will propose candidates for appointment to the Board for consideration and the Board will review the qualifications of the relevant candidates for determining the suitability to the Group on the basis of his/her qualifications, experience and background. The decision of appointing a director must be approved by the Board and all Board members' appointments will be based on merit while taking diversity into account.

As at the date of this report, the Nomination Committee comprises seven members, consisting of an Executive Director, two NEDs and four INEDs.

Members of the Nomination Committee:

Mr. Pang Yat Ting, Dominic (*Chairman*)
Ms. Wong Wendy Dick Yee
Dr. Yim Yuk Lun, Stanley
Mr. Wu William Wai Leung
Mr. Lam Yau Fung, Curt
Mr. Ho Gilbert Chi Hang
Dr. Yen Gordon

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

- (i) reviewing the structure, size and composition of the Board and performed the measurable objectives assessment for the year ended 31 March 2024;
- (ii) assessing the independence of the INEDs; and
- (iii) recommending the retiring Directors who offered themselves for re-election at the 2024 annual general meeting for Shareholders' approval.

董事局轄下的委員會 (續)

提名委員會

提名委員會於2005年4月成立。提名委員會之職責為(其中包括)就董事委任或重新委任以及董事繼任計劃向董事局提出建議、檢討董事局之架構、規模及組成,並確保委任或重新委任董事之程序公平及具透明度。

提名委員會將於必須時向董事局推薦委任人選以供考慮,而董事局將審閱有關人選之資歷,並按照其資歷、經驗及背景決定該名人選是否適合本集團。委任董事之決定必須獲董事局批准通過,而所有董事局成員之委任均以用人唯才為原則,並以多元化作考慮因素。

於本報告日期,提名委員會由七名成員組成,包括一名執行董事、兩名非執行董事及四名獨立非執行董事。

提名委員會成員:

彭一庭先生(*主席*)
黃迪怡小姐
嚴玉麟博士
胡偉亮先生
林右烽先生
何智恒先生
嚴震銘博士

以下為提名委員會於本年度內之工作概要:

- (i) 檢討董事局之架構、人數及組成以及執行截至2024年3月31日止年度之可測量目標的評估;
- (ii) 評估獨立非執行董事之獨立性;及
- (iii) 建議股東批准於2024年股東週年大會上膺選連任之退任董事。

董事局轄下的委員會 (續)

審核委員會

審核委員會於1998年12月成立。審核委員會就本集團審核範圍內之事宜，擔當董事局與本公司外聘核數師之間之重要橋樑。審核委員會之主要職務為審閱及監督本集團之財務及會計政策及常規。其亦同時負責檢討外部審核以及內部監控及風險管理系統之效能。

於本報告日期，審核委員會由五名成員組成，包括兩名非執行董事及三名獨立非執行董事，而其主席已按上市規則規定具備適當之專業資格、會計或相關財務管理專業知識。

審核委員會成員：

胡偉亮先生 (主席)
黃迪怡小姐
嚴玉麟博士
林右烽先生
何智恒先生

以下為審核委員會於本年度內之工作概要：

BOARD COMMITTEES (Continued)

Audit Committee

The Audit Committee was established in December 1998. The Audit Committee provides an important link between the Board and the Company's external auditor in matters coming within the scope of the Group's audit. The primary duties of the Audit Committee are to review and supervise the financial and accounting policies and practices of the Group. It also reviews the effectiveness of both the external audit and internal controls and risk management system.

As at the date of this report, the Audit Committee comprises five members, consisting of two NEDs and three INEDs with its chairman possessing appropriate professional qualification, accounting or related financial management expertise as required under the Listing Rules.

Members of the Audit Committee:

Mr. Wu William Wai Leung (Chairman)
Ms. Wong Wendy Dick Yee
Dr. Yim Yuk Lun, Stanley
Mr. Lam Yau Fung, Curt
Mr. Ho Gilbert Chi Hang

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

(i) reviewing the annual report and the annual results announcement of the Group for the year ended 31 March 2024, with a recommendation to the Board for approval;	(i) 審閱本集團截至2024年3月31日止年度之年報及全年業績公告，並建議董事局批准；
(ii) reviewing the external auditor's independence and objectivity and the effectiveness of the audit process, with a recommendation to the Board for the re-appointment of the external auditor at the 2024 annual general meeting;	(ii) 檢討外聘核數師之獨立性及客觀性，以及審核過程之有效性，並向董事局建議於2024年股東週年大會上續聘外聘核數師；
(iii) approving the remuneration and the terms of engagement letters for the purpose of appointing the external auditor in connection with the statutory audit and review of the results announcement by the external auditor;	(iii) 就委任外聘核數師批准其酬金及委任函之條款，以由外聘核數師進行法定審核及審閱業績公告；
(iv) reviewing the ESG report of the Group for the year ended 31 March 2024, with a recommendation to the Board for approval;	(iv) 審閱本集團截至2024年3月31日止年度之環境、社會及管治報告，並建議董事局批准；
(v) reviewing the whistleblowing policy and system and its implementation and effectiveness;	(v) 審閱舉報政策及系統及其實施及有效性；
(vi) reviewing the interim report and the interim results announcement of the Group for the six months ended 30 September 2024, with a recommendation to the Board for approval;	(vi) 審閱本集團截至2024年9月30日止六個月之中期報告及中期業績公告，並建議董事局批准；

BOARD COMMITTEES *(Continued)*

Audit Committee *(Continued)*

- (vii) overseeing the Group's financial reporting system and risk management and internal control procedures and reviewing the report of the internal control function on the risk management and internal control systems of the Group;
- (viii) reviewing the audit plan for the year ended 31 March 2024 by the external auditor; and
- (ix) approving the scope of non-assurance services to be provided by the external auditor.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for the Group's internal control and conducts review on the effectiveness of the internal control of the Group, including financial, operational and compliance controls and risk management functions.

Role of the Board

The Board acknowledges its overall responsibility in ensuring and reviewing the effectiveness of the systems of internal controls, risk management and legal and regulatory compliance of the Group in order to safeguard the interests of Shareholders and the assets of the Group.

Internal Controls and Risk Management Framework

The Board has put in place policies and procedures, including policies for delegation of authority clearly defining the limits of authorities designated to specified positions within the Group. Such policies and procedures set out the framework for the risk management and internal control systems for adoption throughout the Group. To ensure that the systems in place are adequate and address the existing weaknesses in implementation, the Executive Directors, with the assistance of the executive board of different business divisions, review the existing policies and practices and issue directives from time to time to highlight the specific issues and concerns in order to achieve ongoing improvement on the governance practices within the Group. The Executive Directors also approve operational and financial reports, business plans and budgets provided by management of each business division at regular meetings.

董事局轄下的委員會 *(續)*

審核委員會 *(續)*

- (vii) 監察本集團之財務匯報系統以及風險管理及內部監控程序，並審閱本集團內部監控職能就風險管理及內部監控系統之報告；
- (viii) 審閱外聘核數師截至2024年3月31日止年度的審計計劃；及
- (ix) 批准外聘核數師提供的非審計服務範疇。

內部監控及風險管理

董事局負責本集團之內部監控，並對本集團內部監控之有效性進行審視，包括財務、營運與合規監控以及風險管理職能。

董事局的角色

董事局確認其於確保及審視本集團之內部監控系統、風險管理及法律及法規合規方面的整體責任，以維護股東利益及本集團資產。

內部監控及風險管理架構

董事局已制定政策及程序，包括明確界定本集團內部特定職位的權限之授權政策。該等政策及程序制定了風險管理及內部監控系統之框架以供本集團上下採用。為確保現存系統屬充足及能夠糾正實施中出現的不足，執行董事在各業務部門執行委員會的協助下，檢討現有政策及常規並不時發出指示文件，以指出特定問題及關注點，從而實現本集團管治常規的持續改進。執行董事亦會於定期會議上批准由各業務部門管理層提交的營運及財務報告、業務計劃及預算。



INTERNAL CONTROLS AND RISK MANAGEMENT

(Continued)

Internal Controls and Risk Management Framework

(Continued)

Executive Directors and senior management of the Group are appointed to the boards of all operating subsidiaries and associated companies of material importance in order to monitor the operation of these companies. They attend board meetings and participate in significant decision-making process on reviewing and approving financial budgets, establishing business plans and controlling performance targets with associated risks identified. The management teams of different business divisions are accountable for the performance of their respective divisions on a day-to-day basis. The Executive Directors review the financial and operational reports from division management regularly to monitor the performance and assess the significant risk exposure of the subsidiaries.

The Group's Finance Department reports to the Board in respect of overseeing the financial reporting and control systems for all subsidiaries and associated companies of the Company. The business segments compile annual budgets for review by the Group's finance function and the consolidated annual budgets are presented to the Executive Directors for approval. The Executive Directors also hold regular meetings with the management team of business divisions to review the cashflow position of the Group, consider material ad-hoc projects which require additional operating or capital expenditure, and make decisions on significant investment and lending activities. Payment approval is subject to control of the limits of authorities clearly setting out the authority with reference to the specified positions of the relevant personnel.

Legal and Regulatory Compliance

The Contracts and Legal Department is responsible for preparing, reviewing and endorsing all material contracts entered into by Group companies in order to safeguard the interests of the Group against legal risks. It also oversees the regulatory compliance matters of all Group companies in the environment of their business operations.

Besides, the Company Secretarial Department is in charge of statutory documentation of Group companies and overseeing compliance matters in relation to the Listing Rules and the relevant corporate laws and regulations of different jurisdictions.

External legal advisors are engaged to advise the Group on important legal matters and compliance issues when necessary.

內部監控及風險管理 (續)

內部監控及風險管理架構 (續)

執行董事及本集團高層管理人員獲委派擔任所有重大營運附屬公司及聯營公司之董事職務，以監察該等公司之營運。彼等出席董事局會議及參與有關審閱及批准財務預算、制定業務計劃及監控表現目標並識別相關風險的重大決策過程。不同業務部門的管理團隊對彼等各分部之日常表現負責。執行董事定期審閱部門管理層提交的財務及營運報告，以監管表現及評估附屬公司面臨的重大風險。

本集團財務部就有關監察本公司所有附屬公司及聯營公司之財務匯報及監控制度事宜向董事局匯報。業務分部編製年度預算，供本集團財務部審閱，而綜合年度預算則提呈予執行董事以予批准。執行董事亦與業務部門管理團隊舉行定期會議，以審視本集團現金流狀況，考慮需要額外營運或資本開支的重大特別項目，並就重大投資及借貸活動作出決策。付款批准受限於明確載列按有關人員特定職位所定權限之權限指引列表。

法律及法規之合規

合約及法律部負責編寫、審閱及批准集團公司訂立的所有重大合約，以維護本集團利益不受法律風險的影響。其亦監察所有集團公司在業務營運環境下的法規合規事宜。

此外，公司秘書部負責集團公司之法定文件，及監察有關上市規則及不同司法權區之相關企業法律及法規的合規事宜。

本集團在必要時聘請外聘法律顧問就重要法律事宜及合規事項向本集團提供意見。

INTERNAL CONTROLS AND RISK MANAGEMENT

(Continued)

Audit Committee and Internal Audit Function

The Company has established an internal audit function. The internal audit function conducts internal audit on different business divisions and functions within the Group on an ongoing basis to assess the effectiveness and identify weaknesses in the existing internal control, legal and regulatory compliance and risk management systems of the Group. In the event that defects are identified, the internal audit function engages in discussions with the management and recommends suggestions for improvement.

Delegated by the Board, the Audit Committee reviews the internal audit report prepared by the internal audit function twice every year. Reviews have been conducted on the Group's internal control and risk management systems during the Year and the Board and the Audit Committee are satisfied that the Group's risk management and internal control systems are effective and adequate.

Whilst these policies and procedures are designed to manage the risks that could adversely impact the ability of the Group to achieve its business objectives, they do not eliminate such risks and can only provide reasonable but not absolute assurance against material misstatement, loss or non-compliance.

Handling of Inside Information

The Group has adopted a policy in relation to handling of inside information in compliance with the SFO. Employees should preserve the confidentiality of any inside information according to the manner specified in the policy and the "Code of Employee Conduct and Business Ethics" contained in the Staff Handbook. The Group has also adopted the pre-clearance procedures on dealing in the Company's securities and notified Directors and relevant employees of restrictions on dealing in the Company's securities during blackout periods to prevent possible mishandling of inside information within the Group.

內部監控及風險管理 (續)

審核委員會及內部審核職能

本公司已設立內部審核職能。內部審核部持續對本集團不同業務部門及職能進行內部審核，以評估本集團現有內部監控、法律及法規合規及風險管理制度的有效性及識別其漏洞。倘若發現問題，內部審核部與管理層討論及就改進提供意見。

審核委員會獲董事局授權審閱內部審核部每半年編製一次的內部審核報告。於本年度，本公司已就本集團內部監控及風險管理系統進行審視，董事局及審核委員會信納本集團之風險管理及內部監控系統屬有效及充足。

該等政策及程序旨在管理可能對本集團達成其業務目標的能力構成負面影響的風險，其並不能完全消除該等風險，且就重大錯誤陳述、損失或違規僅可提供合理但非絕對保證。

處理內幕消息

本集團已根據證券及期貨條例採納有關處理內幕消息的政策。僱員應按該政策及僱員手冊所載「僱員操守及商業道德守則」列明的方式保密任何內幕消息。本集團已就進行本公司證券之交易採納事先批准程序，並通知董事及相關僱員有關於禁止買賣期間進行本公司證券交易的限制，以防止於本集團內可能出現內幕消息的不當處理。



AUDITOR'S REMUNERATION

The remuneration in respect of services provided by Ernst & Young ("EY") is analysed as follows:

核數師之酬金

就安永會計師事務所(「安永」)提供之服務支付的酬金分析如下：

		HK\$'000 千港元
Annual audit services	年度審核服務	5,326
Non-audit services*	非審核服務*	366
		5,692

* Such non-audit services include agreed-upon procedures on preliminary announcement of annual results, tax advisory and compliance services which has been approved by the Audit Committee.

* 該等非審核服務包括經審核委員會批准之有關全年業績之初步公告之協定程序、稅務諮詢及合規服務。

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR ACCOUNTS

Statements of the Directors' responsibility for preparing the consolidated financial statements and the auditor of the Company about their reporting responsibilities are set out in the Independent Auditor's Report of this annual report.

The Directors also acknowledge their responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports and other financial disclosures required by the Listing Rules as well as reports to regulators and information disclosed pursuant to statutory requirements.

As at 31 March 2025, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt on the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis. The management has provided to the Board the necessary explanation and information to enable the Board to carry out an informed assessment of the financial statements of the Company.

COMPANY SECRETARY

Ms. Wong Chi Yin was appointed as the Company Secretary of the Company on 31 December 2024 and she has taken no less than 15 hours of relevant professional training during the Year.

董事及核數師對賬目之責任

董事對編製財務報表之責任聲明及本公司核數師對其匯報之責任聲明已載於本年報的獨立核數師報告內。

董事確認其於本公司年報及中期報告與其他上市規則規定的財務披露以及應在向監管機構提交的報告及根據法定要求披露的資料呈列全面、清晰及容易理解之評估的責任。

於2025年3月31日，董事局並不知悉任何涉及可能對本公司之持續經營能力產生重大疑慮之事件或情況之重大不明朗因素。因此，董事已按持續經營基準編製本公司財務報表。管理層已向董事局提供必要詮釋及資料，讓董事局對本公司財務報表作出知情評估。

公司秘書

黃智燕女士於2024年12月31日獲委任為本公司的公司秘書，並於本年度內已接受不少於15小時的相關專業培訓。

SHAREHOLDERS' RIGHTS

Procedures for Requisitioning a Special General Meeting

Pursuant to the Bye-laws, Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company have rights to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, which must be signed by the requisitionist(s). The requisition must be deposited at the registered office of the Company at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda (the "Registered Office") for the attention of the Company Secretary. To ensure that the requisition is received by the Company at the earliest opportunity, a copy of the signed requisition should also be deposited at the head office of the Company in Hong Kong at 27/F, Tower A, 83 King Lam Street, Cheung Sha Wan, Kowloon, Hong Kong (the "Head Office") for the attention of the Company Secretary.

Procedures for Putting Forward Proposals at General Meetings

Pursuant to the Companies Act 1981 of Bermuda (the "Companies Act"), Shareholders holding at the date of deposit of the requisition not less than one-twentieth of the total voting right at general meetings of the Company or not less than one hundred Shareholders may provide a written requisition to the Company stating the resolution intended to be proceeded at the general meeting. The requisition must be deposited at the Registered Office for the attention of the Company Secretary. To ensure that the requisition is received by the Company at the earliest opportunity, a copy of the signed requisition should also be deposited at the Head Office for the attention of the Company Secretary.

As regards proposing a person for election as a director of the Company by Shareholders, Shareholders may refer to the procedures available on the Company's website.

Shareholders can also refer to the detailed requirements and procedures as set forth in the relevant sections of the Companies Act and the Bye-laws when making any requisitions or proposals for transaction at the general meetings of the Company.

INVESTOR RELATIONS

The Group uses several formal channels to ensure fair disclosure and comprehensive and transparent reporting of its performance and activities. The Company's annual and interim reports and circulars are printed and sent to all Shareholders. Moreover, announcements, circulars, publications and press releases of the Company are published on the Company's website. The Company's website disseminates corporate information and other relevant financial and non-financial information electronically on a timely basis. The information and business update of subsidiaries is also available on their respective websites.

股東權利

請求召開股東特別大會之程序

根據公司細則，於提出請求當日持有不少於十分之一附有權利可於本公司股東大會上投票之本公司繳足股本之股東，有權要求董事局就處理該請求書所述之任何事項召開股東特別大會，而該請求書必須由請求人簽署。請求書須呈遞至本公司的註冊辦事處（「註冊辦事處」），地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，註明致公司秘書。為確保本公司及早收到該請求書，已簽署之請求書副本亦應呈遞至本公司香港總辦事處（「總辦事處」），地址為香港九龍長沙灣瓊林街83號A座27樓，註明致公司秘書。

於股東大會上提呈建議之程序

根據百慕達1981年公司法（「公司法」），於提出請求當日持有於本公司股東大會上之總投票權不少於二十分之一之股東，或不少於一百名股東，可向本公司提交書面請求，列明擬於股東大會上處理之決議案。請求書須呈遞至註冊辦事處，註明致公司秘書。為確保本公司及早收到該請求書，已簽署之請求書副本亦應呈遞至總辦事處，註明致公司秘書。

有關股東提議推選個別人士為本公司之董事而言，股東可參閱登載於本公司網站之程序。

就提出任何要求或建議於本公司股東大會上處理時，股東亦可參閱公司法及公司細則之相關章節所載之詳細規定及程序。

投資者關係

本集團透過若干正式渠道，確保對其表現及業務作出公平之披露和全面而具透明度之報告。本公司之年報、中期報告及通函印發予全體股東。此外，本公司之公告、通函、刊物及新聞稿亦會於本公司之網站內刊登，本公司網站以電子方式適時發放公司資訊及其他相關財務及非財務資料。附屬公司之資料及業務更新亦分別載於其網站。

投資者關係 (續)

本公司認同股東大會乃公司與股東之間良好之溝通渠道，並鼓勵董事、董事局轄下的委員會之成員及本集團高層管理人員出席股東大會，並於會上解答股東之提問。

本公司致力促進及維持與股東及其他持份者之有效溝通。股東通訊政策（「股東通訊政策」）已更新及獲採納，以確保股東均可快速、一致及適時地取得全面及容易理解的本公司資料，一方面使股東可在知情情況下行使彼等之權力，另一方面亦讓股東與本公司加強溝通。股東通訊政策已登載於本公司網站並由董事局不時檢討以反映其時與股東溝通之最佳方法。

於本年度內，本公司有效地執行股東通訊政策，持續與股東保持溝通，並確保及時向股東發布信息（主要通過本公司公告、業績公告、中期及年度報告、股東大會、刊登於聯交所網站的所有披露以及本公司網站的企業通訊。董事局已審閱及信納股東通訊政策於本年度的實施及有效性。

INVESTOR RELATIONS (Continued)

The Company acknowledges that general meetings are good communication channel with Shareholders and encourages the Directors, the members of the Board committees and senior management of the Group to attend and answer questions raised by Shareholders at the general meetings.

The Company is committed to promoting and maintaining effective communication with Shareholders and other stakeholders. The shareholders communication policy (the "Shareholders Communication Policy") has been updated and adopted for ensuring that the Shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders to engage actively with the Company. The Shareholders Communication Policy is available on the Company's website and will be reviewed by the Board from time to time to reflect current best practice in communications with Shareholders.

During the Year, the Company has implemented the Shareholders Communication Policy effectively by maintaining an on-going dialogue with Shareholders, and ensuring timely dissemination of information to Shareholders, mainly through the Company's announcements, results announcements, interim and annual reports, general meeting(s), as well as by making available all the disclosures published to the Stock Exchange's website and the corporate communications on the Company's website. The Board has reviewed and satisfied with the implementation and effectiveness for the Year of the Shareholders Communication Policy.

SHAREHOLDERS' ENQUIRIES

Shareholders should direct their questions about their shareholdings to the Company's share registrars. The addresses of the Company's share registrars are set out in the section headed "CORPORATE INFORMATION" of this annual report. Shareholders may at any time make a request for the Company's information to the extent that such information is publicly available. Shareholders may also send written enquiries or requests to the Head Office or by fax to (852) 3798 5700 or by email to info@asiaalliedgroup.com for the attention of the Investor Relations Department.

股東諮詢

股東可就彼等之股權向本公司之股份過戶登記處查詢。本公司之股份過戶登記處的地址已刊載於本年報「企業資料」一節內。股東可隨時要求索取本公司之公開資料。股東亦可將書面查詢或要求郵寄至總辦事處，或傳真至(852) 3798 5700或電郵至 info@asiaalliedgroup.com，註明致投資者關係部。

DIVIDEND POLICY

The Board has approved and adopted the dividend policy (the "Dividend Policy") for the Company with effect from 1 March 2019 which setting out the principles and guidelines to provide the Shareholders with regular dividend.

Subject to the Bye-laws and the statutory requirements, the Company shall maintain a sustainable and steady profit distribution policy. Under the Dividend Policy, the Board targets to pay dividends to the Shareholders in an aggregate annual amount of approximately 30% of the annual consolidated net profit attributable to the Shareholders.

In proposing distribution of dividend, the Board will take into consideration of the following factors:

- the long-term interest of the Group;
- the general interest of all the Shareholders;
- the sustainable development of the Group;
- the earnings, cash flow, financial condition, capital requirement and distributable reserves of the Group; and
- any other factors that the Board deems relevant.

The Board has the sole discretion to recommend/not to recommend final dividend to the Shareholders for approval and to declare/not to declare any other dividend, including but not limited to interim dividend and/or special dividends, after taking into consideration the factors as stated above.

ANTI-FRAUD AND ANTI-BRIBERY POLICY

The Group is committed to upholding high standards of business integrity, honesty and transparency in all business dealings. It is in all interest of the Company to ensure that any inappropriate behavior or malpractice that compromise the interest of the Shareholders, investors, customers and the wider public does not occur. In line with this commitment to maintain high ethical standards, the Company has adopted an anti-fraud and anti-bribery policy which setting out a zero-tolerance approach against all forms of fraud, bribery and corruption, and comply with all applicable laws and regulatory requirements.

股息政策

董事局自2019年3月1日起為本公司通過及採納股息政策（「股息政策」），其中列載為股東提供常規股息之原則及指引。

受限於公司細則及法定要求，本公司將維持可持續及穩定的利潤分配政策。根據股息政策，董事局訂立向股東派發之累計年度股息金額為年度綜合股東應佔純利中約30%。

於建議派發任何股息時，董事局將考慮以下因素：

- 本集團的長遠利益；
- 全部股東的整體利益；
- 本集團的可持續發展；
- 本集團之盈利、現金流量、財務狀況、資金需求及可供分派儲備；及
- 董事局視為任何相關之其他因素。

經考慮上述因素，董事局可全權酌情建議／不建議派付末期股息予以股東批准，及宣派／不宣派任何其他股息，包括但不限於中期股息及／或特別股息。

反欺詐及反賄賂政策

本集團致力於在所有業務交易中維持高標準的商業誠信、誠實及透明度。為符合公司整體利益，本公司確保避免發生任何損害股東、投資者、客戶及廣大公眾利益的不當或失職行為。本著維持高道德標準的承諾，本公司已採納反欺詐及反賄賂政策，對所有形式的欺詐、賄賂及貪污採取零容忍態度，並遵守所有適用的法律及法規要求。



WHISTLEBLOWING POLICY

To achieve and maintain the highest standards of openness, probity and accountability, employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. The Company hence has devised a whistleblowing policy for all employees and relevant third parties who deal with the Group, which setting the guideline for reporting on irregularities found at work. The Group ensures that proper arrangements are in place for the fair and independent investigation of such matters and for appropriate follow-up action. The identity of each whistleblower and all information provided in connection with a whistleblowing report will be treated with the strict confidence. The Audit Committee has reviewed and satisfied with the implementation and effectiveness for the Year of the whistleblowing policy.

CONSTITUTIONAL DOCUMENTS

During the Year, the Company has amended the Bye-laws to reflect and align with changes to the amendments to the Listing Rules regarding expanded paperless listing regime and allow holding, sales or transfers of treasury shares by the Company; and to align the Bye-laws of the Company with the applicable laws of Bermuda and incorporate certain housekeeping amendments. The amendment was approved by Shareholders in the annual general meeting of the Company held on 16 August 2024. Details of the amendment are set out in the circular of the Company dated 19 July 2024. An up-to-date version of the Bye-laws is available on the websites of the Company and the Stock Exchange.

舉報政策

為達致並保持最高標準的公開、廉潔及問責，各階層員工都應以正直、公正及誠實的方式行事。本公司因此為所有員工及與本集團來往的相關第三方制定了舉報政策，當中列明舉報工作中發現違規行為的指引。本集團確保以妥善方式令調查得以公平及獨立地進行及作出合適的後續行動。舉報人的身份及與舉報報告相關的所有資料均以嚴格的保密方式處理。審核委員會已審閱及信納舉報政策於本年度的實施及有效性。

憲章文件

於本年度內，本公司已修訂公司細則以反映並一致經修訂的上市規則有關無紙化上市機制及允許公司持有、出售或轉讓庫存股份之規定；及使本公司之公司細則與百慕達適用法律保持一致，並納入若干內部管理修訂。該修訂已於2024年8月16日舉行之本公司股東週年大會上獲股東批准。有關修訂之詳情載於本公司日期為2024年7月19日之通函內。公司細則之最新版本可於本公司及聯交所網頁查閱。



DIRECTORS' REPORT

董事局報告

The Board hereby presents the annual report and the audited consolidated financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in civil engineering, electrical and mechanical engineering, foundation and building construction work, property development and assets leasing, professional services (including provision of security, tunnel management, property management and other facility management services), non-franchised bus services and manufacturing of PET radiopharmaceuticals.

RESULTS AND APPROPRIATIONS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 162 and 163.

FINANCIAL SUMMARY

A financial summary of the Group for the last five financial years is set out on page 318.

FINAL DIVIDEND

The Board has approved and adopted a Dividend Policy. Depending on the financial conditions of the Group and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the Shareholders' approval. Details of the Dividend Policy have been disclosed in the Corporate Governance Report of this annual report.

The Board does not recommend the payment of a final dividend for the Year (2023/24: Nil).

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 20 August 2025 to Tuesday, 26 August 2025, both days inclusive, during which period no transfer of shares will be registered, to determine the entitlement of shareholders to attend and vote at the 2025 Annual General Meeting. All transfers, accompanied by the relevant share certificates, must be lodged with the Hong Kong Branch Share Registrar of the Company, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 pm on Tuesday, 19 August 2025.

董事局謹此提呈本集團本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，其附屬公司主要從事土木工程、機電工程、地基及樓宇建築工程、物業發展及資產租賃、專業服務（包括提供保安、隧道管理、物業管理及其他設施管理服務）、非專營巴士服務及製造正電子掃描放射性藥物。

業績及分派

本年度本集團之業績載於第162頁及第163頁之綜合損益及其他全面收益表。

財務概要

本集團於過去五個財政年度之財務概要載於第318頁。

末期股息

董事局已通過及採納股息政策。視乎本集團之財務狀況及股息政策載列之條件及因素，董事局可於財政年度內建議及／或宣派股息，而財政年度之末期股息須待股東批准。股息政策詳情已於本年報之企業管治報告內披露。

董事局不建議派發本年度之末期股息（2023/24年度：無）。

暫停辦理股份過戶登記手續

本公司將於2025年8月20日（星期三）至2025年8月26日（星期二）（首尾兩日包括在內）暫停辦理股份過戶登記手續，以釐定股東出席2025年股東週年大會並於會上投票之權利。所有股份過戶文件連同相關股票，必須於2025年8月19日（星期二）下午4時30分前，一併送達本公司股份過戶登記處香港分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，以辦理股份過戶登記手續。



BUSINESS REVIEW AND OUTLOOK

A review of the business and the future development of the Group, its principal risks and uncertainties and an analysis of its performance for the Year are provided in the sections headed “CHAIRMAN’S STATEMENT” set out on pages 12 to 15 and “MANAGEMENT DISCUSSION AND ANALYSIS” set out on pages 16 to 52.

The Group’s environmental policies and performance, compliance with the relevant laws and regulations as well as its relationships with employees, customers and suppliers and other significant stakeholders are discussed in the section headed “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT” set out on pages 53 to 97.

ACQUISITION INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

On 2 December 2024, Silver Genius International Limited (“Silver Genius”), a wholly-owned subsidiary of the Company, the Company, Yan Trade (BVI) Holding Limited (“Yan Trade”), Manbond Supply Chain (HK) Company Limited (“Manbond”), Yan’s Family (BVI) Holding Limited (“Yan’s Family”) and the guarantors of Yan Trade entered into a sale and purchase agreement, pursuant to which Yan Trade has conditionally agreed to sell to Silver Genius, and Silver Genius has conditionally agreed to purchase from Yan Trade the sale shares, representing the 51% issued share capital of Manbond, at a total consideration of HK\$47,503,928.50 which to be settled by allotment and issuance of the consideration shares at the issue price of HK\$0.50 per consideration share (a premium of approximately 11.11% to the closing price of HK\$0.45 per share at the sale and purchase agreement date) by the Company to Yan’s Family upon completion. The acquisition was completed and 95,007,857 consideration shares had been allotted and issued on 20 December 2024. Further details of the acquisition are set out in the announcements dated 2 December 2024 and 20 December 2024.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the Year in the property, plant and equipment of the Group are set out in Note 15 to the financial statements.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the Year are set out in Note 33 to the financial statements.

業務回顧及前景

本集團之業務回顧及未來發展、其主要風險及不確定因素，以及本年度表現之分析載於第12頁至第15頁之「主席報告」一節及第16頁至第52頁之「管理層討論及分析」一節。

本集團環境政策及表現、遵守相關法律及法規，以及與僱員、客戶及供應商以及其他重要持份者的關係載於第53頁至第97頁之「環境、社會及管治報告」一節。

根據一般授權以代價股份進行的收購事項

於2024年12月2日，本公司之全資附屬公司銀雋國際有限公司（「銀雋」）、本公司、Yan Trade (BVI) Holding Limited（「Yan Trade」）、萬邦供應鏈（香港）有限公司（「萬邦」）、甄氏家族(BVI)控股有限公司（「甄氏家族」）及Yan Trade之擔保人訂立一份買賣協議，據此，Yan Trade有條件同意向銀雋出售，而銀雋亦有條件同意向Yan Trade購買銷售股份，該等股份代表萬邦已發行股本之51%，代價總額為47,503,928.50港元。由本公司於交易完成時，按每股代價股份發行價0.50港元（相對於買賣協議日期每股之收市價0.45港元溢價約11.11%）以配發及發行代價股份方式向甄氏家族支付。該項收購已於2024年12月20日完成，並已配發及發行95,007,857股代價股份。收購詳情載於2024年12月2日及2024年12月20日之公告。

物業、機器及設備

本集團於本年度內之物業、機器及設備之變動詳情載於財務報表附註15。

股本

於本年度內，本公司之股本變動詳情載於財務報表附註33。

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed on 3 September 2012, the Company has adopted the Share Option Scheme.

Purposes

The purposes of the Share Option Scheme are to provide the directors and employees of, and technical, financial or corporate managerial advisers and consultants to the Company and its subsidiaries with the opportunity to acquire proprietary interests in the Company, and to encourage the grantees of options to work towards enhancing the value of and for the benefit of the Company and the Shareholders as a whole.

Eligible Participants

The eligible participants under the Share Option Scheme include (i) any full time employee of the Company or of any subsidiary; (ii) directors (including non-executive directors and independent non-executive directors) of the Company or of any subsidiary; (iii) part-time employees of the Company or of any subsidiary with weekly work hours of 15 hours or above; and (iv) advisors and consultants to the Company or to any subsidiary in the technical, financial or corporate managerial aspects.

Scheme Mandate Limit

The total number of Shares which may be issued upon exercise of all the share options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 10% of the total number of Shares in issue as at the date of passing the ordinary resolution of the refreshment of the scheme mandate limit under the Share Option Scheme on 11 December 2017 (i.e. 187,553,384 shares) (the "Refreshment"). Since the Refreshment, 38,000,000 share options had been granted and accepted.

Furthermore, the Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the Shares in issue from time to time. As at the date of this report, the Company had 34,000,000 outstanding share options granted and remaining unexercised under the Share Option Scheme, representing approximately 1.83% of the issued Shares, and the number of Shares available for issue under the Share Option Scheme were 34,000,000 shares, representing approximately 1.83% of the issued Shares.

購股權計劃

根據於2012年9月3日通過之普通決議案，本公司已採納該購股權計劃。

宗旨

該購股權計劃為給予本公司及其附屬公司之董事、僱員及技術、財務或企業管理之顧問一個購入本公司擁有權之機會，並鼓勵購股權之承授人努力工作以提昇本公司之價值，從而令本公司及其股東整體上得益。

合資格參與者

該購股權計劃下之合資格參與者包括(i)本公司或任何附屬公司之全職僱員；(ii)本公司或任何附屬公司之董事(包括非執行董事及獨立非執行董事)；(iii)受聘於本公司或任何附屬公司每週工作15小時或以上之兼職僱員；及(iv)本公司或任何附屬公司之顧問(技術、財務或企業管理範疇)。

計劃授權限額

根據該購股權計劃及本公司任何其他購股權計劃將予授出之所有購股權獲行使時可予發行之股份總數，不得超過於2017年12月11日通過更新該購股權計劃下之計劃授權限額之普通決議案當日已發行股份總數之10% (即187,553,384股股份) (「該更新」)。自該更新起，本公司授出共38,000,000份購股權且被接納。

此外，根據該購股權計劃及本公司任何其他購股權計劃已授出而尚未行使之所有購股權獲行使時可予發行之股份，不得超過不時已發行股份之30%。於本報告日期，根據該購股權計劃，本公司有34,000,000份已授出而尚未行使之購股權，佔已發行股份約1.83%，而於該購股權計劃中可予發行的股份總數為34,000,000股股份，佔已發行股份約1.83%。



SHARE OPTION SCHEME (Continued)

Maximum Entitlement

The total number of Shares issued and to be issued upon exercise of the options granted to any eligible participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of Shares in issue without separate approval from the Shareholders.

Option Period

The option period of a particular option is the period during which the option can be exercised. Such period is notified by the Board to each grantee at the time of making an offer. In any event, the option period shall not expire later than 10 years from the date of grant.

Acceptance of Options

The grantee of options shall pay HK\$1 in favour of the Company by way of consideration for the grant of options within 30 days from the date of offer.

Exercise Price

The exercise price of an option shall be determined by the Board in its absolute discretion and shall be no less than the highest of: (i) the closing price per share as quoted on the Stock Exchange on the date of grant; (ii) the average closing price per share as quoted on the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value per share.

Vesting Period

No minimum period for which an option must be held before it can be exercised set out in the Share Option Scheme, but it is subject to the terms and provisions of each grant. Among the share options granted on 31 March 2022, up to 30% can be exercised on the first anniversary of the date of grant, further 30% can be exercised on the second anniversary of the date of grant and the remaining 40% can be exercised on the third anniversary of the date of grant, such that any unexercised share options can be carried forward from the previous anniversary year(s) and exercisable until 30 March 2026.

Life of the Share Option Scheme

Subject to early termination of the Share Option Scheme in accordance with the terms thereof, the Share Option Scheme was valid and effective for a period of 10 years commencing on 3 September 2012 (i.e. the adoption date of the Share Option Scheme) and expired on 2 September 2022, after which no further share options shall be offered or granted but the share options granted prior to the expiry date shall continue to be valid and exercisable in accordance with the provisions of the Share Option Scheme.

購股權計劃 (續)

可獲授權益上限

於任何12個月期間內，按授予任何一位合資格參與者之購股權（包括已行使及尚未行使之購股權）獲行使時已發行及將予發行之股份總數，倘未獲得股東另行批准，不得超過已發行股份總數之1%。

購股權行使期

特定購股權之行使期乃指該購股權可予行使之期間，而該期間由董事局於提出購股權要約時通知各承授人，惟在任何情況下，購股權行使期屆滿之日，不得遲於授出日期起計10年之後。

接納購股權

購股權之承授人須於要約日期起30日內向本公司支付1港元作為授予購股權之代價。

行使價

購股權之行使價由董事局全權酌情釐定，且不得低於下列之最高者：(i) 每股股份於授出日期在聯交所所報的收市價；(ii) 每股股份於緊接授出日期前五個營業日在聯交所所報的平均收市價；及(iii) 每股股份的面值。

歸屬期

該購股權計劃並無規定於行使購股權前必須持有購股權之最短期限，惟須受每次授出購股權之條款及條文所規限。就於2022年3月31日所授出之購股權而言，最多30%可於授出日期首個週年日行使，另外30%可於授出日期第二個週年日行使，而餘下40%可於授出日期第三個週年日行使，而任何於上週年尚未行使之購股權可以結轉及可予行使直至2026年3月30日。

該購股權計劃之有效期

除根據該購股權計劃之條款提前終止外，該購股權計劃於2012年9月3日（即該購股權計劃之採納日期）起計10年內有效及生效，且於2022年9月2日失效，其後不得進一步要約或授出購股權，惟於失效日期前已授出的購股權將根據該購股權計劃的條文繼續有效及可予行使。

SHARE OPTION SCHEME (Continued)

Movements of Share Options

Details of the share options granted and outstanding under the Share Option Scheme during the Year were as follows:

購股權計劃 (續)

購股權之變動

該購股權計劃下於本年度內已授出及尚未行使的購股權詳情如下：

					Number of share options 購股權數目		
Name or category of grantees	Date of grant	Exercise price (HK\$)	Vesting date	Exercise period	Outstanding as at 01/04/2024 於2024年 4月1日 尚未行使	Lapsed during the Year 於本年度內 失效	Outstanding as at 31/03/2025 於2025年 3月31日 尚未行使
承授人姓名或類別	授出日期	行使價 (港元)	歸屬日期	行使期			
Directors: 董事：							
Mr. Pang Yat Ting, Dominic* 彭一庭先生*	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	900,000	–	900,000
			31/03/2024	31/03/2024–30/03/2026	900,000	–	900,000
			31/03/2025	31/03/2025–30/03/2026	1,200,000	–	1,200,000
Mr. Xu Jianhua, Jerry 徐建華先生	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	900,000	–	900,000
			31/03/2024	31/03/2024–30/03/2026	900,000	–	900,000
			31/03/2025	31/03/2025–30/03/2026	1,200,000	–	1,200,000
Ir Dr. Pang Yat Bond, Derrick* 彭一邦博士工程師*	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	900,000	–	900,000
			31/03/2024	31/03/2024–30/03/2026	900,000	–	900,000
			31/03/2025	31/03/2025–30/03/2026	1,200,000	–	1,200,000
Mr. Shea Chun Lok, Quadrant 余俊樂先生	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	900,000	–	900,000
			31/03/2024	31/03/2024–30/03/2026	900,000	–	900,000
			31/03/2025	31/03/2025–30/03/2026	1,200,000	(1,200,000)	0
Ms. Wong Wendy Dick Yee 黃迪怡小姐	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	300,000	–	300,000
			31/03/2024	31/03/2024–30/03/2026	300,000	–	300,000
			31/03/2025	31/03/2025–30/03/2026	400,000	–	400,000
Dr. Yim Yuk Lun, Stanley 嚴玉麟博士	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	300,000	–	300,000
			31/03/2024	31/03/2024–30/03/2026	300,000	–	300,000
			31/03/2025	31/03/2025–30/03/2026	400,000	–	400,000
Mr. Wu William Wai Leung 胡偉亮先生	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	300,000	–	300,000
			31/03/2024	31/03/2024–30/03/2026	300,000	–	300,000
			31/03/2025	31/03/2025–30/03/2026	400,000	–	400,000
Mr. Lam Yau Fung, Curt 林右烽先生	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	300,000	–	300,000
			31/03/2024	31/03/2024–30/03/2026	300,000	–	300,000
			31/03/2025	31/03/2025–30/03/2026	400,000	–	400,000
Mr. Ho Gilbert Chi Hang 何智恒先生	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	300,000	–	300,000
			31/03/2024	31/03/2024–30/03/2026	300,000	–	300,000
			31/03/2025	31/03/2025–30/03/2026	400,000	–	400,000
Dr. Yen Gordon 嚴震銘博士	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	300,000	–	300,000
			31/03/2024	31/03/2024–30/03/2026	300,000	–	300,000
			31/03/2025	31/03/2025–30/03/2026	400,000	–	400,000
					18,000,000	(1,200,000)	16,800,000

SHARE OPTION SCHEME (Continued)
Movements of Share Options (Continued)

購股權計劃 (續)
購股權之變動 (續)

Name or category of grantees	Date of grant	Exercise price (HK\$)	Vesting date	Exercise period	Number of share options 購股權數目		
					Outstanding as at 01/04/2024 於2024年4月1日尚未行使	Lapsed during the Year 於本年度內失效	Outstanding as at 31/03/2025 於2025年3月31日尚未行使
承授人姓名或類別	授出日期	行使價 (港元)	歸屬日期	行使期			
<i>Directors' associate:</i> 董事之聯繫人：							
Madam Li Wai Hang, Christina* 李蕙嫻女士*	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	600,000	–	600,000
			31/03/2024	31/03/2024–30/03/2026	600,000	–	600,000
			31/03/2025	31/03/2025–30/03/2026	800,000	–	800,000
Mrs. Lee Pang Yat Sum, Rita* 李彭一心女士*	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	450,000	–	450,000
			31/03/2024	31/03/2024–30/03/2026	450,000	–	450,000
			31/03/2025	31/03/2025–30/03/2026	600,000	–	600,000
					3,500,000	–	3,500,000
<i>Other employees:</i> 其他僱員：							
In aggregate 合共	31/03/2022	0.60	31/03/2023	31/03/2023–30/03/2026	4,950,000	(300,000)	4,650,000
			31/03/2024	31/03/2024–30/03/2026	4,950,000	(300,000)	4,650,000
			31/03/2025	31/03/2025–30/03/2026	6,600,000	(400,000)	6,200,000
					16,500,000	(1,000,000)	15,500,000
Total 總計					38,000,000	(2,200,000)	35,800,000
Number of options exercisable at the end of the Year 於本年度結束時可予行使之購股權數目							35,800,000
Weighted average exercise price (HK\$ per share) 加權平均行使價 (港元 (每股))							0.60

* Mr. Pang Yat Ting, Dominic and Madam Li Wai Hang, Christina, the employee and senior management of the Company, are also substantial shareholders of the Company, and Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick, Madam Li Wai Hang, Christina and Mrs. Lee Pang Yat Sum, Rita, the employee and senior management of the Company, are associates of each other (within the meanings as defined under the Listing Rules).

* 彭一庭先生及本公司之僱員及高層管理人員李蕙嫻女士亦為本公司之主要股東，而彭一庭先生、彭一邦博士工程師、李蕙嫻女士及本公司之僱員及高層管理人員李彭一心女士彼此互為聯繫人（根據上市規則所界定之涵義）。

SHARE OPTION SCHEME (Continued)

Movements of Share Options (Continued)

The closing price of the Shares immediately before the date of grant as quoted on the Stock Exchange was HK\$0.60 per share.

No share options were available for grant under the scheme mandate at the beginning and the end of the Year.

The number of shares that may be issued in respect of options granted under the Share Option Scheme during the Year (i.e. 35,800,000 shares) divided by the weighted average number of Shares of the relevant class in issue for the Year is 1.99%.

Save as disclosed above, no share options were granted, exercised, lapsed or cancelled during the Year.

Further details of the Share Option Scheme are set out in Note 35 to the financial statements.

RESTRICTED SHARE AWARD SCHEME

The Board has adopted the Share Award Scheme, pursuant to which the Company may grant to eligible participants restricted Shares. A summary of the Share Award Scheme is set out as below:

Purposes

The purposes of the Share Award Scheme are to encourage and retain selected participants (the "Selected Participant(s)"), including any eligible person selected by the administration committee of the Share Award Scheme in accordance with the terms of and entitled to receive a grant under the Share Award Scheme, to work with the Company and to provide incentive for them to achieve performance goals with a view to achieving the objectives of increasing the value of the Company and aligning the interests of the Selected Participants directly with those of the Shareholders through ownership of Shares.

Eligible Persons

The eligible persons under the Share Award Scheme include individuals being a director (including executive and non-executive director), officer or employee of the Company or its subsidiaries.

Maximum Limit

The maximum number of Shares administered and held by the trustee under the Share Award Scheme must not exceed 10% of the Company's total number of issued Shares from time to time.

購股權計劃 (續)

購股權之變動 (續)

股份在緊接授出日期前於聯交所所報的收市價為每股0.60港元。

於本年度開始及結束時概無購股權可根據計劃授權獲授出。

於本年度內可就該購股權計劃授出的購股權而發行的股份數目 (即 35,800,000 股股份) 除以本年度已發行的相關股份類別的加權平均數為 1.99%。

除上文所披露者外，於本年度內概無購股權獲授出、行使、失效或被註銷。

該購股權計劃之更多詳情載於財務報表附註 35。

受限制股份獎勵計劃

董事局已採納該股份獎勵計劃，據此本公司可向合資格參與者授出受限制股份。該股份獎勵計劃之概要載列如下：

宗旨

該股份獎勵計劃的宗旨是鼓勵及挽留選定參與者 (「選定參與者」) (包括由該股份獎勵計劃之行政委員會按照該股份獎勵計劃的條款選定，並有權根據該股份獎勵計劃獲得授出的任何合資格人士) 任職於本公司，並向彼等提供達到表現目標的激勵，以實現增加本公司價值及令選定參與者利益透過擁有股份直接與股東利益一致的目標。

合資格人士

該股份獎勵計劃下之合資格人士包括屬本公司或其附屬公司的董事 (包括執行董事及非執行董事)、高級人員或僱員。

最高限額

受託人根據該股份獎勵計劃管理及持有的股份最高數目不得超過本公司不時已發行股份總數之 10%。



RESTRICTED SHARE AWARD SCHEME (Continued)

Maximum Entitlement

Subject to the requirement of the Listing Rules, the total number of Shares awarded to any Selected Participant in any 12-month period must not exceed 1% of the total number of Shares in issue without separate approval from the Shareholders.

For the avoidance of doubt, the maximum entitlement to share options granted and shares awarded are under such 1% limitation.

Acceptance of Restricted Shares

The amount that the Selected Participant(s) has to pay is subject to the vesting conditions of such grant.

Purchase Price

The Administration Committee may determine and provide the trustee with the expected maximum or average acquisition price of the Shares on the market, and the referable amount to be paid to the trustee shall be determined with reference to such instructed price.

Vesting Period

Subject to the requirement of the Listing Rules, the Administration Committee may from time to time while the Share Award Scheme is in force determine such vesting periods for the Shares to be vested.

Duration

Subject to any early termination of the Share Award Scheme and without prejudicing the subsisting rights of any Selected Participant, the Share Award Scheme shall be valid for the period of 10 years commencing on 1 August 2017 (i.e. the adoption date of the Share Award Scheme).

Movements of Restricted Shares

The share awards granted on 2 August 2017 were vested on 2 August 2018. There were no share awards outstanding at the beginning and the end of the financial year. As at 31 March 2025, 12,452,000 shares (not yet granted) held by scheme trustee under the Share Award Scheme. No share was awarded or vested during the Year.

Further details of the restricted Shares are set out in Note 34 to the financial statements.

受限制股份獎勵計劃(續)

可獲授權益上限

受限於上市規則的要求，於任何12個月期間內，按獎勵任何一位選定參與者之股份時已發行之股份總數，倘未獲得股東另行批准，不得超過已發行股份總數之1%。

為免疑慮，所授出購股權及所獎勵股份的可獲授權益上限均受該1%的限制。

接納受限制股份

選定參與者須繳付之金額視乎該授出之歸屬條件而定。

購買價

行政委員會可決定並向受託人提供於市場上的股份預期最高或平均收購價格，而支付予受託人的參考金額應參考該指示價格。

歸屬期

受限於上市規則的要求，行政委員會可不時在該股份獎勵計劃生效期間釐定待歸屬股份的歸屬期。

期限

除非該股份獎勵計劃提早終止，在不影響任何選定參與者現有權利的情況下，該股份獎勵計劃將於2017年8月1日（即該股份獎勵計劃之採納日期）起計10年內有效。

受限制股份之變動

於2017年8月2日授出之股份獎勵已於2018年8月2日歸屬。該股份獎勵計劃下於會計年度開始及結束時概無尚未行使之股份獎勵。於2025年3月31日，計劃受託人持有12,452,000股股份（尚未授出）。於本年度內概無股份獲授予或歸屬。

受限制股份之進一步詳情載於財務報表附註34。

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

To enable the employees to have a stake in the investment in the Group, the Group in December 2020 had separately entered into the sale and purchase agreement (the "Subsidiary SPA") with two directors (one of which is Ir Dr. Pang Yat Bond, Derrick, the Executive Director and Chief Executive Officer of the Company) and certain employees of a subsidiary (the "Relevant Subsidiary") (collectively, the "Relevant Staff") for disposal of certain shares by 5 equal tranches over vesting period of 4 to 8 years (the "Relevant Interest") of the Relevant Subsidiary to the Relevant Staff. Upon the fulfillment of certain performance conditions under the Subsidiary SPA, Ir Dr. Pang Yat Bond, Derrick shall acquire a total of 3.5% equity interest in the Relevant Subsidiary at a total consideration of approximately HK\$1.7 million (the "Stake Investment").

As of 31 March 2025, the Relevant Subsidiary did not fulfill the performance condition for the first and second vesting period ended 31 March 2024 and 31 March 2025, therefore both tranches of Relevant Interest were lapsed.

Other than the Share Option Scheme, the Share Award Scheme and the Stake Investment disclosed above, at no time during the Year and at the end of the Year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

BORROWINGS AND INTEREST CAPITALISED

Details of the Group's borrowings are set out in Note 31 to the financial statements.

Interest capitalised by the Group during the Year is set out in Note 8 to the financial statements.

SUBSIDIARIES, JOINT OPERATIONS, JOINT VENTURE AND ASSOCIATES

Particulars of the Company's principal subsidiaries, joint operations, joint venture and associates as at 31 March 2025 are set out in Notes 46, 47, 48 and 49 to the financial statements respectively.

購買股份或債券安排

為讓員工參與本集團的股本投資，本集團於2020年12月已分別與一間附屬公司（「相關附屬公司」）的兩位董事（其中一位為執行董事及本公司之行政總裁彭一邦博士工程師）及若干僱員（統稱「相關員工」）簽訂股份買賣協議（「附屬公司買賣協議」）以在4至8年的歸屬期內分5次等額出售相關附屬公司的若干股份予相關員工（「相關股權」）。待附屬公司買賣協議下的若干表現條件達成後，彭一邦博士工程師可以總代價約1,700,000港元購買相關附屬公司共3.5%的股權權益（「股本投資」）。

於2025年3月31日，相關附屬公司未能達到截至2024年3月31日及2025年3月31日止第一及第二個歸屬期的表現條件，因此，該兩期相關股權已失效。

除上文所披露之該購股權計劃、該股份獎勵計劃及股本投資外，本公司或其任何控股公司、附屬公司或同系附屬公司並無於本年度內任何時間及於本年度末訂立任何安排，致使董事因購入本公司或任何其他法人團體之股份或債券而取得實益。

借款及利息資本化

本集團之借款詳情載於財務報表附註31。

於本年度內，本集團之利息資本化載於財務報表附註8。

附屬公司、合營業務、合營公司及聯營公司

於2025年3月31日，本公司之主要附屬公司、合營業務、合營公司及聯營公司之詳情分別載於財務報表附註46、47、48及49。



RESERVES

The Company's reserves available for distribution to Shareholders as at 31 March 2025 were as follows:

		HK\$'000 千港元
Contributed surplus	繳入盈餘	52,552
Retained earnings	保留溢利	221,904
Total	總計	274,456

Details of the movements in the reserves of the Company and the Group during the Year are set out in Note 52 to the financial statements and the consolidated statement of changes in equity on pages 167 and 168 respectively.

DIRECTORS

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

Executive Directors

Mr. Pang Yat Ting, Dominic
Mr. Xu Jianhua, Jerry
Ir Dr. Pang Yat Bond, Derrick JP
Mr. Shea Chun Lok, Quadrant (resigned on 31 December 2024)

Non-executive Directors

Ms. Wong Wendy Dick Yee
Dr. Yim Yuk Lun, Stanley SBS BBS JP

Independent Non-executive Directors

Mr. Wu William Wai Leung
Mr. Lam Yau Fung, Curt
Mr. Ho Gilbert Chi Hang
Dr. Yen Gordon

In accordance with Bye-law 87 of the Bye-laws, Mr. Pang Yat Ting, Dominic, Mr. Xu Jianhua, Jerry and Mr. Ho Gilbert Chi Hang will retire from office by rotation at the AGM. All the retiring Directors, being eligible, will offer themselves for re-election at the AGM.

儲備

於2025年3月31日，本公司可供分派予股東之儲備如下：

於本年度內，本公司及本集團之儲備變動詳情分別載於財務報表附註52，以及第167頁及第168頁之綜合股東權益變動表。

董事

於本年度內及截至本報告之日期止之董事如下：

執行董事

彭一庭先生
徐建華先生
彭一邦博士工程師太平紳士
余俊樂先生(於2024年12月31日辭任)

非執行董事

黃迪怡小姐
嚴玉麟博士銀紫荊星章，銅紫荊星章，太平紳士

獨立非執行董事

胡偉亮先生
林右烽先生
何智恒先生
嚴震銘博士

根據公司細則第87條之規定，彭一庭先生、徐建華先生及何智恒先生將於股東週年大會上輪席退任。所有退任董事均符合資格並將於股東週年大會上膺選連任。

DIRECTORS (Continued)

None of the Directors being proposed for re-election at the AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

Save as disclosed in the section headed "BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT" and Note 10 to the financial statements, up to the date of this report, there were no changes to information which are required to be disclosed by Directors pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the INEDs are independent under the Listing Rules.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or in existence during the Year.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' emoluments and the five highest paid individuals in the Group are set out in Notes 10 and 11 to the financial statements.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision (as defined in the Hong Kong Companies Ordinance) for the benefit of the Directors is currently in force and was in force throughout the Year.

The Company has arranged for appropriate insurance cover to protect the Directors from possible legal actions against them.

董事 (續)

擬於股東週年大會上膺選連任之董事，概無與本公司或其任何附屬公司訂立本集團不可於一年內不付賠償（法定賠償除外）而終止之服務合約。

除載於「董事及高層管理人員資料」一節及財務報表附註10所披露者外，直至本報告日期，根據上市規則第13.51(2)條(a)至(e)及(g)段所規定須由董事披露的資料概無變動。

獨立非執行董事之獨立性

本公司已收到各獨立非執行董事根據上市規則第3.13條呈交之確認書，確認其獨立性。本公司認為全體獨立非執行董事根據上市規則均具獨立性。

管理合約

於本年度內，本公司並無訂立或存在任何有關本公司全部或任何重大部份業務的管理及行政合約。

董事酬金及五名最高薪酬人士

董事酬金及本集團五名最高薪酬人士之詳情載於財務報表附註10及11。

獲准許的彌償條文

惠及本公司董事之獲准許的彌償條文（定義見香港公司條例）於目前及本年度內有效。

本公司已就董事可能會面對的法律行動安排適當的投保。



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

As at 31 March 2025, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於2025年3月31日，本公司根據證券及期貨條例第352條規定所備存之登記冊之記錄，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券之權益及淡倉，或根據標準守則須向本公司及聯交所披露之權益如下：

Name of Directors	Capacity	Nature of interest	Notes	Number of ordinary shares held	Number of underlying shares held	% of the Company's issued share capital
董事姓名	身份	權益性質	附註	持有普通股數目	持有相關股份數目	佔本公司已發行股本百分比
Mr. Pang Yat Ting, Dominic 彭一庭先生	Beneficial owner	Personal interest	1	–	3,000,000 (L)	0.16% (L)
	Interests of controlled corporation	Corporate interest	2	1,079,612,562 (L)	246,000,000 (L)	71.10% (L)
	實益擁有人	個人權益				
	受控法團權益	公司權益				
Mr. Xu Jianhua, Jerry 徐建華先生	Beneficial owner	Personal interest	1	–	3,000,000 (L)	0.16% (L)
	實益擁有人	個人權益				
Ir Dr. Pang Yat Bond, Derrick 彭一邦博士工程師	Beneficial owner	Personal interest	1	7,326,000 (L)	3,000,000 (L)	0.55% (L)
	實益擁有人	個人權益				
Ms. Wong Wendy Dick Yee 黃迪怡小姐	Beneficial owner	Personal interest	1	–	1,000,000 (L)	0.05% (L)
	Beneficiary of a trust	Corporate interest	3	166,000,000 (L)	166,000,000 (S)	8.90% (L) 8.90% (S)
	實益擁有人	個人權益				
	信託受益人	公司權益				
Dr. Yim Yuk Lun, Stanley 嚴玉麟博士	Beneficial owner	Personal interest	1	–	1,000,000 (L)	0.05% (L)
	Interests of controlled corporation	Corporate interest	4	80,000,000 (L)	80,000,000 (S)	4.29% (L) 4.29% (S)
	實益擁有人	個人權益				
	受控法團權益	公司權益				
Mr. Wu William Wai Leung 胡偉亮先生	Beneficial owner	Personal interest	1	–	1,000,000 (L)	0.05% (L)
	實益擁有人	個人權益				
Mr. Lam Yau Fung, Curt 林右烽先生	Beneficial owner	Personal interest	1	–	1,000,000 (L)	0.05% (L)
	實益擁有人	個人權益				

(L): Long Position 好倉

(S): Short Position 淡倉

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

(Continued)

董事及主要行政人員於股份、相關股份及債券之權益及淡倉 (續)

Name of Directors	Capacity	Nature of interest	Notes	Number of ordinary shares held	Number of underlying shares held	% of the Company's issued share capital
董事姓名	身份	權益性質	附註	持有普通股數目	持有相關股份數目	佔本公司已發行股本百分比
Mr. Ho Gilbert Chi Hang 何智恒先生	Beneficial owner 實益擁有人	Personal interest 個人權益	1	–	1,000,000 (L)	0.05% (L)
Dr. Yen Gordon 嚴震銘博士	Beneficial owner 實益擁有人	Personal interest 個人權益	1	–	1,000,000 (L)	0.05% (L)

(L): Long Position 好倉

(S): Short Position 淡倉

Notes:

- Details of the underlying shares of the Company held by the Directors are set out in the above section headed "SHARE OPTION SCHEME".
- GT Winners was owned as to 45% by Mr. Pang Yat Ting, Dominic and 45% by Madam Li Wai Hang, Christina. By virtue of the SFO, each of them was deemed to be interested in the ordinary shares/underlying shares of the Company in which GT Winners had interest or was deemed to have interest. The details of such interests of GT Winners and Madam Li Wai Hang, Christina are set out in the following section headed "INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES".
- The shares were beneficially owned by Best Manage Holdings Limited ("Best Manage"). Best Manage was wholly owned by Brite-Tech Research Company Limited ("Brite-Tech") which was in turn wholly owned by Surplus Assets Limited ("Surplus Assets"). Surplus Assets was wholly owned by Butterfield Trust (Asia) Limited ("Butterfield") as the trustee of The Allan Wong 2020 Trust, a discretionary trust of which Ms. Wong Wendy Dick Yee was one of the beneficiaries. She also was one of the directors of Best Manage. By virtue of the SFO, Ms. Wong Wendy Dick Yee was deemed to be interested in the ordinary shares/underlying shares of the Company in which Best Manage had interest or was deemed to have interest.
- The shares were beneficially owned by S.A.S. Investment Company Limited, a wholly-owned subsidiary of S.A.S. Dragon Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 01184), in which Dr. Yim Yuk Lun, Stanley was a director and owned 54.7% interest. By virtue of the SFO, Dr. Yim Yuk Lun, Stanley was deemed to be interested in such shares.

附註：

- 董事持有之本公司相關股份之詳情載於上文「購股權計劃」一節。
- 彭一庭先生及李蕙嫻女士各自擁有GT Winners 45%股權。根據證券及期貨條例，彼等各自被視為擁有GT Winners所擁有或被視為擁有權益之本公司普通股或相關股份之權益。GT Winners及李蕙嫻女士有關權益之詳情載於下文「主要股東於股份及相關股份之權益及淡倉」一節。
- 該等股份由Best Manage Holdings Limited (「Best Manage」) 實益擁有。Best Manage由Brite-Tech Research Company Limited (「Brite-Tech」) 全資擁有，而Brite-Tech由Surplus Assets Limited (「Surplus Assets」) 全資擁有。Surplus Assets由酌情信託The Allan Wong 2020 Trust之受託人Butterfield Trust (Asia) Limited (「Butterfield」) 全資擁有，而黃迪怡小姐為酌情信託之其中一位受益人。彼亦為Best Manage其中一位董事。根據證券及期貨條例，黃迪怡小姐被視為擁有Best Manage所擁有或被視為擁有權益之本公司普通股或相關股份之權益。
- 該等股份由時捷集團有限公司(一間於聯交所主板上市之公司，股份代號：01184)之全資附屬公司時捷投資有限公司持有，而嚴玉麟博士為其之董事及持有該公司54.7%之權益。根據證券及期貨條例，嚴玉麟博士被視為擁有該等股份之權益。

Save as disclosed above, as at 31 March 2025, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

除上文所披露者外，於2025年3月31日，概無董事及本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有任何權益或淡倉。



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

As at 31 March 2025, the following Shareholders (other than Directors or chief executive of the Company) were recorded in the register kept by the Company under Section 336 of the SFO as being interested or deemed to have interest in 5% or more of the issued share capital of the Company:

主要股東於股份及相關股份之 權益及淡倉

於2025年3月31日，本公司根據證券及期貨條例第336條規定所備存之登記冊之記錄，以下股東（董事或本公司主要行政人員除外）於本公司已發行股本中擁有或被視為擁有5%或以上之權益：

Name of Shareholders 股東姓名／名稱	Capacity 身份	Notes 附註	Number of ordinary shares held 持有 普通股數目	Number of underlying shares held 持有 相關股份數目	% of the Company's issued share capital 佔本公司 已發行股本百分比
GT Winners	Beneficial owner 實益擁有人	1	984,604,705 (L)	246,000,000 (L)	66.00% (L)
	Interests of controlled corporation 受控法團權益	2	95,007,857 (L)	–	5.10% (L)
Madam Li Wai Hang, Christina 李蕙嫻女士	Beneficial owner 實益擁有人	3	11,294,875 (L)	2,000,000 (L)	0.72% (L)
	Interests of controlled corporation 受控法團權益	1	1,079,612,562 (L)	246,000,000 (L)	71.10% (L)
Best Manage	Beneficial owner 實益擁有人	4	166,000,000 (L)	166,000,000 (S)	8.90% (L) 8.90% (S)
Brite-Tech	Interests of controlled corporation 受控法團權益	4	166,000,000 (L)	166,000,000 (S)	8.90% (L) 8.90% (S)
Surplus Assets	Interests of controlled corporation 受控法團權益	4	166,000,000 (L)	166,000,000 (S)	8.90% (L) 8.90% (S)
Butterfield	Trustee 受託人	4	166,000,000 (L)	166,000,000 (S)	8.90% (L) 8.90% (S)
Yan Trade	Beneficial owner 實益擁有人	5	95,007,857 (L)	–	5.10% (L)
Yan's Family 甄氏家族	Beneficial owner 實益擁有人	5	95,007,857 (L)	–	5.10% (L)
Yan's Group (BVI) Holding Limited ("Yan's Group") 甄氏集團(BVI)控股有限公司 (「甄氏集團」)	Beneficial owner 實益擁有人	5	95,007,857 (L)	–	5.10% (L)

**INTERESTS AND SHORT POSITIONS OF
SUBSTANTIAL SHAREHOLDERS IN SHARES AND
UNDERLYING SHARES** (Continued)

**主要股東於股份及相關股份之
權益及淡倉 (續)**

Name of Shareholders 股東姓名／名稱	Capacity 身份	Notes 附註	Number of ordinary shares held 持有 普通股數目	Number of underlying shares held 持有 相關股份數目	% of the Company's issued share capital 佔本公司 已發行股本百分比
Ms. Leung Oi Lan 梁愛蘭女士	Interests of controlled corporation 受控法團權益	5	95,007,857 (L)	–	5.10% (L)
Silver Genius 銀雋	Beneficial owner 實益擁有人	2	95,007,857 (L)	–	5.10% (L)
Zenith Gain International Limited ("Zenith Gain")	Interests of controlled corporation 受控法團權益	2	95,007,857 (L)	–	5.10% (L)
AAI Overseas Holdings Limited ("AAI Overseas") 亞洲聯合基建海外控股有限公司 (「亞洲聯合基建海外」)	Interests of controlled corporation 受控法團權益	2	95,007,857 (L)	–	5.10% (L)
The Company 本公司	Interests of controlled corporation 受控法團權益	2	95,007,857 (L)	–	5.10% (L)

(L): Long Position 好倉
(S): Short Position 淡倉

Notes:

附註：

- These represent (i) a beneficial interest in 984,604,705 ordinary shares of the Company, representing approximately 52.81% of the issued share capital of the Company; and (ii) a beneficial interest in 246,000,000 underlying shares of the Company pursuant to certain call and/or option deeds, representing approximately 13.19% of the issued share capital of the Company, directly held by GT Winners. The detail of such interest in GT Winners of Madam Li Wai Hang, Christina is set out in the above section headed "INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES".
- The shares were beneficially owned by Yan's Family, a wholly-owned subsidiary of Yan's Group, which is ultimately beneficially owned by Ms. Leung Oi Lan. Pursuant to a sale and purchase agreement and a deed of share charge, both dated 2 December 2024, these shares were pledged in favour of Silver Genius, an indirect wholly-owned subsidiary of the Company, as security for the transaction. Silver Genius was wholly owned by Zenith Gain, which was in turn wholly owned by AAI Overseas, a wholly-owned subsidiary of the Company. By virtue of the SFO, each of Silver Genius, Zenith Gain, AAI Overseas and the Company was deemed to be interested in such shares.

- 該等權益指由 GT Winners 直接持有 (i) 於 984,604,705 股本公司普通股之實益權益，相當於本公司已發行股本約 52.81%；及 (ii) 根據若干認購及／或認沽期權契約於 246,000,000 股本公司相關股份之實益權益，相當於本公司已發行股本約 13.19%。李蕙嫻女士於 GT Winners 有關權益之詳情載於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節。
- 該等股份由甄氏集團的全資附屬公司甄氏家族實益擁有，而甄氏集團最終實益擁有人為梁愛蘭女士。根據日期均為 2024 年 12 月 2 日的買賣協議及股份抵押契據，該等股份已質押予本公司間接全資附屬公司銀雋作為交易的擔保。銀雋由 Zenith Gain 全資擁有，而 Zenith Gain 則由本公司全資附屬公司亞洲聯合基建海外全資擁有。根據證券及期貨條例，銀雋、Zenith Gain、亞洲聯合基建海外及本公司均被視為於該等股份中擁有權益。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES (Continued)

Notes: (Continued)

- Detail of the underlying shares of the Company held by Madam Li Wai Hang, Christina is set out in the above section headed "SHARE OPTION SCHEME".
- The details of such interests of Best Manage are set out in the above section headed "INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES".
- The shares were beneficially owned by Yan's Family, a wholly-owned subsidiary of Yan's Group, which is ultimately beneficially owned by Ms. Leung Oi Lan. By virtue of the SFO, Yan's Group and Ms. Leung Oi Lan were deemed to be interested in such shares.

Save as disclosed above, as at 31 March 2025, the Company had not been notified of any other person or corporation (other than Directors or chief executive of the Company) as being interested or deemed to have interests or short positions in shares or underlying shares of the Company which would fall to be disclosed to the Company or the Stock Exchange under Part XV of the SFO.

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

During the Year, the Company repurchased 22,130,000 shares of the Company at an aggregate consideration of HK\$10,045,150 (before expenses) on the Stock Exchange. Among the repurchased shares, 16,558,000 shares were cancelled during the Year and the remaining shares with aggregate consideration of HK\$2,466,200 (before expenses) were cancelled in June 2025.

Particulars of the repurchase during the Year are as follows:

Months of share repurchase		Number of shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate consideration paid (before expenses)
購回股份之月份		購回股份之數目	已付每股最高價	已付每股最低價	已付總代價 (未計及開支)
			HK\$	HK\$	HK\$
			港元	港元	港元
2024	2024年				
April	4月	3,460,000	0.48	0.47	1,649,940
June	6月	1,464,000	0.46	0.46	673,440
July	7月	4,724,000	0.46	0.44	2,141,830
August	8月	3,388,000	0.455	0.44	1,523,320
September	9月	2,050,000	0.45	0.45	922,500
October	10月	1,472,000	0.46	0.45	667,920
December	12月	2,296,000	0.445	0.44	1,012,690
2025	2025年				
January	1月	1,722,000	0.45	0.435	755,830
February	2月	974,000	0.465	0.44	438,320
March	3月	580,000	0.465	0.44	259,360
Total	總計	22,130,000			10,045,150

主要股東於股份及相關股份之權益及淡倉 (續)

附註：(續)

- 李蕙嫻女士持有之本公司相關股份之詳情載於上文「購股權計劃」一節。
- Best Manage有關權益之詳情載於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節。
- 該等股份由甄氏集團的全資附屬公司甄氏家族實益擁有，而甄氏集團最終實益擁有人為梁愛蘭女士。根據證券及期貨條例，甄氏集團及梁愛蘭女士被視為擁有該等股份之權益。

除上文所披露者外，於2025年3月31日，本公司並無獲悉任何其他人士或法團（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部須向本公司或聯交所披露之權益或淡倉。

購回、出售或贖回本公司之上市證券

於本年度內，本公司以總代價10,045,150港元（未計及開支）於聯交所購回22,130,000股本公司股份。於購回之股份中，16,558,000股已於本年度內註銷，而餘下的股份之總代價為2,466,200港元（未計及開支）則已於2025年6月註銷。

於本年度內進行購回之資料如下：

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES *(Continued)*

The Directors considered that the repurchases were made with a view to enhancing the net asset value per share and earnings per share of the Company.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws and there is no restriction against such rights under the laws of Bermuda.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained sufficient public float throughout the Year as required under the Listing Rules.

CONNECTED TRANSACTIONS

Details of the related party transactions set out in Note 42 to the financial statements. Save as disclosed above, no related party transaction constitutes any connected transactions or continuing connected transactions as defined under the Listing Rules during the Year.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as the related party transactions disclosed in Note 42 to the financial statements, no transactions, arrangements or contracts of significance in relation to the Group's business in which the Company or any of its subsidiaries, its holding company, or any subsidiaries of its holding company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted as at 31 March 2025 or at any time during the Year.

購回、出售或贖回本公司之上市證券 (續)

董事認為進行購回是為了提高本公司每股資產淨值及每股盈利。

除上文披露者外，於本年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購股權

公司細則並無載有優先購股權之條文，而百慕達法例亦無該等權利之限制。

充足的公眾持股量

根據於本報告日期本公司可得悉之公開資料所示及就董事所知悉，本公司於本年度內已維持上市規則所規定之充足公眾持股量。

關連交易

關連方交易詳情載於財務報表附註42。除上文所披露者外，於本年度內，概無關連方交易構成任何上市規則定義下之關連交易或持續關連交易。

董事於重要交易、安排或合約中之利益

除財務報表附註42所披露之關連方交易外，於2025年3月31日或於本年度內之任何時間，本公司或其任何附屬公司或其控股公司，或其控股公司的任何附屬公司，概無存在董事於其中擁有直接或間接重大利益的有關本集團業務之重要交易、安排或合約。

**CONTINUING DISCLOSURE REQUIREMENTS
UNDER RULE 13.21 OF CHAPTER 13 OF THE
LISTING RULES**

- (i) On 13 March 2023, the Group, as the borrower, entered into a facility agreement (the "Facility Agreement I") for a 3-year transferable term loan facility in an aggregate principal amount of HK\$1.1 billion (the "Facility I") with major commercial banks in Hong Kong, as the lenders (the "Lenders I"). Pursuant to the terms of the Facility Agreement I, the final maturity date is 36 months from the date of the Facility Agreement I.

Subsequently, Facility I was increased to HK\$1.25 billion after an accession option was exercised. Other terms in the Facility Agreement I, including events of default, remain unchanged.

It will be an event of default under the Facility Agreement I (unless waived by the Lenders I) if (a) Mr. Pang Yat Ting, Dominic, Madam Li Wai Hang, Christina, Ir Dr. Pang Yat Bond, Derrick and GT Winners collectively own, directly or indirectly, less than 51% beneficial ownership interest in the Company; or (b) Mr. Pang Yat Ting, Dominic ceases to be the Chairman of the Board; or (c) Ir Dr. Pang Yat Bond, Derrick ceases to be the Chief Executive Officer of the Company; or (d) Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick and two other Directors cease to jointly have management control of the Company, throughout the life of the Facility I.

During the reporting period, the Group received a waiver from the Lenders I in respect of the requirement that Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick and two other Directors jointly maintain management control of the Company. The waiver was granted following the resignation of one of the two other Directors on 31 December 2024 and is effective until the final maturity date of Facility Agreement I.

- (ii) On 4 August 2023, the Group, as the borrower, entered into a facility agreement (the "Facility Agreement II") for a 3-year term and revolving credit facilities of an aggregate principal amount of HK\$1.13 billion (the "Facility II") with several commercial banks, as the lenders (the "Lenders II"). Pursuant to the terms of the Facility Agreement II, the final maturity date is 36 months from the date of the Facility Agreement II.

**上市規則第13章第13.21條之
持續披露規定**

- (i) 於2023年3月13日，本集團（作為借款人）與多間香港大型商業銀行（作為貸款人）（「貸款人I」）訂立一份本金總額為1,100,000,000港元之3年期可轉讓貸款融資（「融資I」）之融資協議（「融資協議I」）。根據融資協議I之條款，最後到期日為融資協議I日期起計36個月。

隨後，融資I在一個加入權行使後增加至1,250,000,000港元。該融資協議I中的其他條款，包括違約事件，則保持不變。

根據融資協議I，倘於融資I仍然生效之年期內發生以下事件，即屬違約（獲貸款人I豁免者除外）：(a) 彭一庭先生、李蕙嫻女士、彭一邦博士工程師及GT Winners）直接或間接共同擁有本公司少於51%之實益擁有權權益；或(b) 彭一庭先生不再為董事局主席；或(c) 彭一邦博士工程師不再為本公司行政總裁；或(d) 彭一庭先生、彭一邦博士工程師及另外兩名董事不再共同擁有本公司之管理控制權。

於本報告期內，本集團已獲貸款人I就彭一庭先生、彭一邦博士工程師及另外兩名董事須共同維持本公司之管理控制權的要求授出豁免。該豁免乃因其中一名董事於2024年12月31日辭任而獲授出，並有效至融資協議I之最後到期日。

- (ii) 於2023年8月4日，本集團（作為借款人）與多間商業銀行（作為貸款人）（「貸款人II」）訂立一份本金總額為1,130,000,000港元之3年期定期及循環信貸融資（「融資II」）之融資協議（「融資協議II」）。根據融資協議II之條款，最後到期日為融資協議II日期起計36個月。

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.21 OF CHAPTER 13 OF THE LISTING RULES *(Continued)*

(ii) (Continued)

Subsequently, Facility II was increased to HK\$1.23 billion after an accession option was exercised. Other terms in the Facility Agreement II, including events of default, remain unchanged.

It will be an event of default under the Facility Agreement II (unless waived by the Lenders II) if (a) Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick, any parent, spouse, child, brother or sister of each of them and any trust whose principal beneficiary(ies) is any one or more of the abovementioned persons maintain, directly or indirectly, less than 51% beneficial ownership interest in the Company; or (b) Mr. Pang Yat Ting, Dominic ceases to be the Executive Director and Chairman of the Board; or (c) Ir Dr. Pang Yat Bond, Derrick ceases to be the Executive Director and Chief Executive Officer of the Company; or (d) Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick and two other Executive Directors cease to jointly have management control of the Company, throughout the life of the Facility II.

During the reporting period, the Group received a waiver from the Lenders II in respect of the requirement that Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick and two other Executive Directors jointly maintain management control of the Company. The waiver was granted following the resignation of one of the two other Executive Directors on 31 December 2024 and is effective until the final maturity date of Facility Agreement II.

Upon occurrence of aforesaid event of default, the Lenders I or Lenders II may declare that all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding under the Facility Agreement I or Facility Agreement II be immediately due and payable accordingly. Further details of the Facility I and Facility II were set out in the Company's announcements dated 13 March 2023 and 4 August 2023 respectively.

As at the date of this report, Mr. Pang Yat Ting, Dominic, Ir Dr. Pang Yat Bond, Derrick and their aforesaid associate own approximately 54.02% of the issued share capital of the Company and there is no change in the Company's management control since the date of the Facility Agreement I and Facility Agreement II.

上市規則第13章第13.21條之 持續披露規定 *(續)*

(ii) (續)

隨後，融資II在一個加入權行使後增加至1,230,000,000港元。該融資協議II中的其他條款，包括違約事件，則保持不變。

根據融資協議II，倘於融資II仍然生效之年期內發生以下事件，即屬違約（獲貸款人II豁免者除外）：(a) 彭一庭先生、彭一邦博士工程師、任何其各自之父母、配偶、子女、兄弟或姐妹及任何上述一名或多名人士為主要受益人之信託直接或間接維持少於本公司51%之實益擁有權權益；或(b) 彭一庭先生不再為執行董事及董事局主席；或(c) 彭一邦博士工程師不再為執行董事及本公司行政總裁；或(d) 彭一庭先生、彭一邦博士工程師及本公司另外兩名執行董事不再共同擁有本公司之管理控制權。

於本報告期內，本集團已獲貸款人II就彭一庭先生、彭一邦博士工程師及另外兩名執行董事須共同維持本公司之管理控制權的要求授出豁免。該豁免乃因其中一名執行董事於2024年12月31日辭任而獲授出，並有效至融資協議II之最後到期日。

倘發生上述違約事件，貸款人I或貸款人II可相應地宣佈全部或部分貸款連同應計利息以及融資協議I或融資協議II下所有其他應計或未付款項立即到期並須予支付。融資I及融資II的進一步詳情分別載於本公司日期為2023年3月13日及2023年8月4日之公告。

於本報告日期，彭一庭先生、彭一邦博士工程師及上述聯繫人擁有本公司已發行股本約54.02%及自融資協議I及融資協議II日期起，本公司之管理控制權概無轉變。



CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.22 OF CHAPTER 13 OF THE LISTING RULES

The following information is disclosed in accordance with Rule 13.22 of Chapter 13 of the Listing Rules:

As at 31 March 2025, the Group had provided financial assistance and guarantees to its certain affiliated companies in aggregate amounted to approximately HK\$942.3 million, representing 10.5% of the total assets of the Group, exceeding 8% of the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

The proforma combined balance sheet of these affiliated companies as at 31 March 2025 as follows:

		HK\$ million 百萬元
Non-current assets	非流動資產	531
Current assets	流動資產	3,332
Current liabilities	流動負債	(2,666)
Non-current liabilities	非流動負債	(1,292)
Net liabilities	負債淨值	(95)
Issued capital	已發行股本	0
Reserves	儲備	(95)
Capital and reserves	股本及儲備	(95)

As at 31 March 2025, the consolidated attributable interest of the Group in these affiliated companies amounted to approximately HK\$36.5 million.

PROFIT TARGETS IN RELATION TO THE ACQUISITION

On 21 February 2024, the Group completed the acquisition of a controlling stake in Modern Living. Pursuant to the sale and purchase agreement dated 26 January 2024, the consideration for the acquisition comprises an initial consideration and deferred consideration. The deferred consideration will be payable in stages if Modern Living achieves an audited net profit after tax of not less than HK\$15,000,000 for each of the financial years ending 31 December 2024, 31 December 2025 and 31 December 2026 (the "Profit Target(s)"). Details of the Profit Targets and the terms of the acquisition are set out in the Company's announcements dated 31 January 2024 and 21 February 2024. The Profit Target for the year ended 31 December 2024 has been met.

上市規則第13章第13.22條之 持續披露規定

茲根據上市規則第13章第13.22條之規定披露以下資料：

於2025年3月31日，本集團提供財務資助及擔保予若干聯屬公司合共金額約為942,333,000港元，相當於本集團資產總額之10.5%，超過上市規則第14.07(1)條所界定的資產比率之8%。

該等聯屬公司於2025年3月31日之備考合併資產負債表如下：

於2025年3月31日，本集團於該等聯屬公司之綜合應佔權益合共約為36,500,000港元。

與收購相關的盈利目標

本集團於2024年2月21日完成收購雅居的控股權。根據2024年1月26日訂立的買賣協議，是次收購的代價包括初始代價及遞延代價。若雅居於截至2024年12月31日、2025年12月31日及2026年12月31日止各財政年度的經審核除稅後純利不少於15,000,000港元，則遞延代價將分階段支付（「盈利目標」）。有關盈利目標及收購條款的詳情載於本公司於2024年1月31日及2024年2月21日刊發的公告。雅居於截至2024年12月31日止年度的盈利目標已達成。

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. Wu William Wai Leung, the INED, is an independent non-executive director of JY Grandmark Holdings Limited, which had certain subsidiaries engaged in the property development business. The Board is of the view that Mr. Wu as an independent non-executive director of JY Grandmark Holdings Limited, is not involved in its daily operation and therefore it does not compete with the business of the Group.

Mr. Ho Gilbert Chi Hang, the INED, is an executive director of CTF5 and was a non-executive director of Wai Kee Holdings Limited until 26 June 2024, both of which had certain subsidiaries engaged in the construction business. The Board is of the view that the construction business of both companies is similar to but in different scale and nature with that of the Group and therefore it does not compete with the business of the Group.

Each of the Directors is aware of his/her fiduciary duties as Director and will act in the interests of the Company and the Shareholders as a whole and avoids any conflict of interests between his/her duties as a Director and his/her personal interests.

Save as disclosed above, none of the Directors were interested in any business which competes or was likely to compete, either directly or indirectly, with the Group's business.

MAJOR CUSTOMERS AND SUPPLIERS

For the Year, the aggregate amount of turnover attributable to the Group's five largest customers accounted for approximately 88% of the Group's total turnover and the turnover attributable to the Group's largest customer accounted for approximately 73% of the Group's total turnover. The aggregate amount of purchases attributable to the Group's five largest suppliers accounted for less than 30% of the Group's total purchases.

The Group's five largest customers include governmental authorities and statutory organisations, infrastructure and property developers and property owners. The credit terms granted to these customers are in line with those granted to other customers as well as industry practices. The Group's management has considered the credit quality of these major customers and is of the view that none of the relevant trade receivables is considered doubtful. In determining the credit terms, the Group takes into account various factors, including the background, financial strength and track records of credit settlement of the counterparties, in order to mitigate credit risks. In view of the financial strength and high credit rating the major customers, the Directors consider that the Group's exposure to concentration of credit risk is limited.

董事於競爭業務中之權益

獨立非執行董事胡偉亮先生為景業名邦集團控股有限公司之獨立非執行董事，而景業名邦集團控股有限公司若干附屬公司從事物業發展業務。董事局認為胡先生作為景業名邦集團控股有限公司之獨立非執行董事，並無參與其日常營運，故因此與本集團的業務不構成競爭。

獨立非執行董事何智恒先生為周大福創建之執行董事及曾任惠記集團有限公司非執行董事（直至2024年6月26日），其等若干附屬公司從事建築業務。董事局認為兩間公司之建築業務與本集團相似但規模及性質不同，並因此與本集團的業務不構成競爭。

各董事均知悉其作為董事的誠信責任，並將以本公司及股東整體利益為依歸行事及避免作為董事之職責與其個人利益產生任何利益衝突。

除上文所披露者外，概無董事於與本集團業務直接或間接構成或可能構成競爭的任何業務中擁有權益。

主要客戶及供應商

於本年度內，本集團之五個最大客戶之累計營業總額佔本集團總營業額約88%，而本集團最大客戶之營業額佔本集團總營業額約73%。本集團之五個最大供應商之累計採購總額佔本集團總採購金額少於30%。

本集團五大客戶包括政府機關及法定機構、基礎建設及物業發展商及業主。向該等客戶授出之信用期與向其他客戶授出之信用期及行業慣例相符。本集團管理層已考慮該等主要客戶的信貨質素，並認為概無相關貿易應收款項被視為呆壞賬。於釐定信用期時，本集團已考慮若干因素，包括交易方之背景、財務實力及賬項清付之往績記錄，以降低信用風險。基於主要客戶之財務實力及高信貸評級，董事認為本集團面對的集中信用風險有限。



MAJOR CUSTOMERS AND SUPPLIERS (Continued)

None of the Directors, their associates or any Shareholders (which to the knowledge of the Directors own more than 5% of the Company's issued Shares) had any interest in any of the Group's five largest customers or suppliers.

DONATIONS

During the Year, the Group made charitable and other donations totalling approximately HK\$1.8 million.

EVENTS AFTER THE REPORTING PERIOD

Details of the events of the Group after the reporting period are set out in Note 50 to the financial statements.

AUDITOR

The consolidated financial statements for the Year were audited by EY, the auditor of the Company, which will retire at the conclusion of the AGM and, being eligible, offer themselves for re-appointment. A resolution will be proposed to the Shareholders at the AGM to re-appoint EY as the auditor of the Company and to authorise the Board to fix their remuneration.

There was no change in the auditor of the Company in the preceding three years.

On behalf of the Board

Pang Yat Ting, Dominic
Chairman

Hong Kong, 26 June 2025

主要客戶及供應商(續)

董事、彼等之聯繫人或據董事所知悉擁有本公司已發行股份5%以上之任何股東，概無擁有本集團五大客戶或供應商之任何權益。

捐獻

於本年度內，本集團所作之慈善及其他捐款共約為1,800,000港元。

報告期後事項

本集團報告期後事項之詳情載於財務報表附註50。

核數師

本年度之綜合財務報表乃由本公司之核數師安永審核，其將於股東週年大會結束時退任，惟符合資格並願膺聘連任。於股東週年大會上，將就續聘安永為本公司核數師及授權董事局釐訂其酬金向股東提呈一項決議案。

本公司過去三年間並無更換核數師。

代表董事局

主席
彭一庭

香港，2025年6月26日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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To the shareholders of Asia Allied Infrastructure Holdings Limited
(Incorporated in Bermuda with limited liability)

致：亞洲聯合基建控股有限公司
(於百慕達註冊成立之有限公司)
列位股東

OPINION

We have audited the consolidated financial statements of Asia Allied Infrastructure Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 162 to 317, which comprise the consolidated statement of financial position as at 31 March 2025, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2025, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") as 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.

意見

我們已審核列載於第162頁至第317頁的亞洲聯合基建控股有限公司（「貴公司」）及其附屬公司（「貴集團」）之綜合財務報表，該等綜合財務報表包括於2025年3月31日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合股東權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料。

我們認為，綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則會計準則真實而公平地反映了貴集團於2025年3月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露要求妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則（「香港審計準則」）進行審核。我們在該等準則下的責任在本報告「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會的「專業會計師道德守則」（「守則」），我們獨立於貴集團，並已履行守則中其他道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Recognition of revenue and contract assets for construction contracts

The Group's revenue from the provision of construction work amounted to approximately HK\$7.77 billion for the year ended 31 March 2025 and contract assets from construction work as at 31 March 2025 amounted to approximately HK\$3.75 billion.

Contract revenue is recognised over time, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

The recognition of revenue relies on management's estimate of the final outcome of each contract, which involves the exercise of significant management judgement, particularly in determining the value of contract variations, claims and liquidated damages, in estimating the amount of expected losses and assessing the ability of the Group to deliver services according to the agreed timetable.

關鍵審核事項

關鍵審核事項為根據我們的專業判斷認為對本期間的綜合財務報表審核中最重要的事項。這些事項是在對綜合財務報表整體進行審計並形成意見的背景下進行處理的，我們不對這些事項提供單獨的意見。我們對下述每一事項在審計中是如何應對的描述也以此為背景。

我們已履行本報告核數師就審核綜合財務報表須承擔的責任一節所述的責任，包括與此等事項相關之責任。據此，我們的審核工作包括執行為應對綜合財務報表進行重大錯誤陳述風險評估而設計的程序。審核程序（包括為處理下列事項而進行的程序）的結果為我們就隨附綜合財務報表發表審核意見提供了基礎。

建築合約的收益及合約資產之確認

截至2025年3月31日止年度，貴集團提供建築工程的收益約為7,770,000,000港元，而於2025年3月31日的建築工程之合約資產約為3,750,000,000港元。

因為貴集團的履約創造或增加了客戶所控制的資產，合約收益隨時間推移就資產被創造或增加而確認。

收益的確認依賴管理層對各合約最終結果的估計，有關估計涉及行使重大管理判斷，尤其是決定合約所修改、索償及延期賠償之價值、估計預期虧損金額及評估貴集團根據協定時間表交付服務的能力。



KEY AUDIT MATTERS *(Continued)*

Recognition of revenue and contract assets for construction contracts *(Continued)*

In addition, the Group regularly assesses the possible outcome of construction contracts based on the latest facts and circumstances relating to the construction work, and past experience in conducting similar construction work. When there is a change in the expectation as to when the outcome of construction contracts can be estimated reliably, the Group will adjust the amounts of contract revenue and contract assets accordingly. Such change constitutes a change in an accounting estimate and involves significant management estimation and judgement regarding the outcome of a contract. The effect of any change in an accounting estimate is recognised prospectively by including it in profit or loss in the current year and future periods, if appropriate.

Given that the estimation of construction revenue involves significant management judgement and estimation, we considered this a key audit matter.

Related disclosures are included in notes 3.3, 4, 6 and 23 to the consolidated financial statements.

How our audit addressed the key audit matter

As part of our audit procedures, we understood, evaluated and tested the key controls of the Group in respect of recognition of revenue and contract assets for construction work. We examined the external or internal surveys of work for amounts of contract revenue recognised and revenue cutoff. We selected material construction contracts, read their financial budgets and interviewed the Group's quantity surveyors regarding the preparation and approval processes of financial budgets of construction contracts and the progress of work certification by independent surveyors. In addition, we read the correspondence between the Group and independent surveyors and, if necessary, obtained professional advice from the dispute resolution advisors engaged by the contract customers and the Group in respect of construction work performed. We also assessed the adequacy of the related disclosures in the notes to the consolidated financial statements.

關鍵審核事項 (續)

建築合約的收益及合約資產之確認 (續)

此外，貴集團根據有關建築工程之最近期事實及情況，以及開展類似建築工程之過往經驗，定期評估建築合約之可能結果。當預測到建築合約之結果會出現變動及能夠可靠估計時，貴集團將相應調整合約收益及合約資產。該變動構成會計估計之變動，並涉及管理層對合約結果的重大估計及判斷。於本年度及未來期間，會計估計之任何變動的影響會預期確認並計入損益（如適用）。

鑒於建築收益的估計涉及重大的管理層判斷及估計，我們認為此項為關鍵審核事項。

相關披露載於綜合財務報表附註3.3、4、6及23。

於審核中處理關鍵審核事項的方法

作為審核程序的一部分，我們了解、評估及測試貴集團關於就建築工程的收益及合約資產之確認的關鍵控制。我們檢查就已確認合約收益及截止收益的外部或內部測量工作。我們挑選了重大建築合約，閱讀其財務預算，並就建築合約財務預算編製及審批流程以及獨立測量師的工程進度證書事宜採訪貴集團的工料測量師。此外，我們閱讀了貴集團與獨立測量師的通信，並獲得合約客戶及貴集團聘用之爭議解決顧問有關已履行建築工程之專業意見（倘必要）。我們亦已評估綜合財務報表附註所載相關披露的充足性。



KEY AUDIT MATTERS (Continued)

Net realisable value of land held for property development

At 31 March 2025, land held for property development of the Group amounted to approximately HK\$206 million.

The carrying amounts of the land held for property development are stated at the lower of cost and net realisable value. Significant management judgement is involved in determining the estimated net realisable values of the land held for property development, including the estimation of selling prices, costs to be incurred until completion.

Given the sensitivity of the assumptions and the level of judgement involved, management engaged independent professional valuers to prepare a feasibility report for the land held for property development of the Group.

Related disclosures are included in notes 3.3, 4 and 21 to the consolidated financial statements.

How our audit addressed the key audit matter

As part of our audit procedures, we obtained the feasibility report and assessed the objectivity, competence and independence of the independent professional valuers. We engaged our internal valuation specialists to assist us in assessing the bases and assumptions adopted in the impairment assessments. In addition, our procedures included discussions with management and the independent professional valuers about the assumptions and parameters used in estimating the latest selling prices, costs to be incurred until completion, variable selling expenses and, as applicable, the feasibility of the Group's property development plan.

關鍵審核事項 (續)

持作物業發展之土地可變現淨值

於2025年3月31日，貴集團持作物業發展之土地金額約為206,000,000港元。

持作物業發展之土地賬面值按成本與可變現淨值兩者中之較低者入賬。於釐定持作物業發展的土地的預計可變現淨值時，需要作出重大的管理層判斷，包括估計售價、直至完成前將產生的成本。

鑒於假設的敏感度及所用判斷的程度，管理層已委聘獨立專業估值師，就貴集團持作物業發展的土地編製可行性報告。

相關披露載於綜合財務報表附註3.3、4及21。

於審核中處理關鍵審核事項的方法

作為審核程序的一部分，我們獲得可行性報告並評估獨立專業估值師的客觀性、能力及獨立性。我們委聘內部估值專家協助我們對減值評估中採納的基準及假設進行評估。此外，我們之程序包括與管理層及獨立專業估值師就估計最新售價、直至完成前將產生的成本、可變出售開支及貴集團物業發展計劃可行性（如適用）所用之假設及參數進行討論。



OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS 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 HKFRS Accounting Standards as issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company 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 of the Company either intend to liquidate the Group or to cease operations or have no realistic alternative but to do so.

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

載於年報的其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報的資料，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並無涵蓋其他資料，而我們不會對其他資料發表任何形式的鑒證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，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所了解的情況存在重大不符，或似乎存在重大錯誤陳述。倘我們基於已進行的工作認為其他資料出現重大錯誤陳述，則我們須報告有關事實。就此而言，我們無需作出報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則會計準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及對其認為使綜合財務報表的編製不會存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，貴公司的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）。除非貴公司董事擬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，否則須採用以持續經營為基礎的會計法。

審核委員會協助貴公司董事履行彼等監督貴集團財務報告程序的責任。



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審核綜合財務報表須 承擔的責任

我們的目標是對綜合財務報表整體是否不會存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理確定，並發出載有我們意見的核數師報告。本報告依據百慕達公司法1981年第90條，僅為全體股東編製，除此以外不可作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理確定屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，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，則被視為重大錯誤陳述。

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

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險、設計及執行審計程序以應對該等風險，以及取得充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，惟並非旨在對貴集團內部監控的有效性發表意見。



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

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

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

核數師就審核綜合財務報表須 承擔的責任 *(續)*

- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所取得的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則修訂我們意見。我們結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 計劃及進行集團審計以就貴集團內實體或業務單位的財務資料獲取充足、適當的審計憑證，作為達致對綜合財務報表意見的基礎。我們負責指導、監督和審查為集團審計而進行的審計工作。我們為審計意見承擔全部責任。

我們與審核委員會就(其中包括)審計的計劃範圍、時間安排及重大審計發現溝通，該等發現包括我們在審計過程中識別的內部監控的任何重大缺失。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

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

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

The engagement partner on the audit resulting in this independent auditor's report is TSANG, Chiu Hang (practising certificate number: P06370).

Ernst & Young
Certified Public Accountants
Hong Kong
26 June 2025

核數師就審核綜合財務報表須 承擔的責任(續)

我們亦向審核委員會作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及為消除威脅所採取的行動或實施的防範措施(如適用)。

從與審核委員會溝通的事項中，我們釐定對本期綜合財務報表的審計至關重要的事項，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中溝通某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目合夥人為曾昭恒(執業證書編號：P06370)。

安永會計師事務所
執業會計師
香港
2025年6月26日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 March 2025
截至2025年3月31日止年度

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
REVENUE	營業額	6	9,055,006	8,779,017
Cost of sales	銷售成本		(8,658,352)	(8,203,034)
Gross profit	毛利		396,654	575,983
Other income and gains, net	其他收入及收益淨額	7	40,912	149,396
Administrative expenses	行政開支		(437,459)	(412,476)
Other expenses, net	其他開支淨額		(39,104)	(26,557)
Finance costs	融資成本	8	(213,524)	(199,242)
Share of loss of a joint venture	應佔一間合營公司虧損	19(b)	(470)	(5,093)
Share of profits and losses of associates	應佔聯營公司溢利及虧損	20(c)	23,278	15,785
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	9	(229,713)	97,796
Income tax	所得稅	12	(26,225)	(11,982)
(LOSS)/PROFIT FOR THE YEAR	本年度(虧損)/溢利		(255,938)	85,814
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收益			
<i>Items that may be reclassified to profit or loss in subsequent periods:</i>	<i>後續期間可能重新分類至損益之項目：</i>			
Exchange differences:	匯兌差額：			
Translation of foreign operations	換算海外業務		(2,495)	(7,748)
Reclassification adjustments for gains included in profit or loss upon:	收益之重新分類調整(計入損益)：			
Deregistration of subsidiaries	撤銷註冊附屬公司		–	10
Disposal of subsidiaries	出售附屬公司	39	–	1,802
Share of movement in the exchange fluctuation reserve of a joint venture	應佔一間合營公司外匯波動儲備之變動	19(b)	(104)	(171)
Share of movements in the exchange fluctuation reserves of associates	應佔聯營公司外匯波動儲備之變動	20(c)	(1,045)	(5,932)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF INCOME TAX OF NIL	本年度其他全面虧損，已扣除零港元之所得稅		(3,644)	(12,039)
TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR	本年度全面(虧損)/收益總額		(259,582)	73,775

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 March 2025
截至2025年3月31日止年度

	Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
(LOSS)/PROFIT FOR THE YEAR	應佔本年度(虧損)/溢利：		
ATTRIBUTABLE TO:			
Shareholders of the Company	本公司股東	(274,039)	72,094
Non-controlling interests	非控股權益	18,101	13,720
		(255,938)	85,814
TOTAL COMPREHENSIVE (LOSS)/INCOME	應佔本年度全面(虧損)/收益總額：		
FOR THE YEAR ATTRIBUTABLE TO:			
Shareholders of the Company	本公司股東	(277,683)	60,055
Non-controlling interests	非控股權益	18,101	13,720
		(259,582)	73,775
(LOSS)/EARNINGS PER SHARE	本公司股東應佔每股		
ATTRIBUTABLE TO SHAREHOLDERS OF	(虧損)/盈利		
THE COMPANY		HK cents	HK cents
Basic and diluted	基本及攤薄	(15.27)	4.04

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2025
2025年3月31日

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、機器及設備	15	188,992	214,404
Right-of-use assets	使用權資產	16(a)	227,012	158,372
Goodwill	商譽	17	216,452	194,485
Intangible assets	無形資產	18	1,174	1,544
Investments in joint ventures	於合營公司之投資	19	3,266	3,840
Investments in associates	於聯營公司之投資	20	550,118	523,253
Investment in an insurance contract	於一項保險合約之投資		2,678	2,616
Deposits and other receivables	按金及其他應收款項	25	3,694	4,113
Land held for property development	持作物業發展之土地	21	163,535	164,516
Deferred tax assets	遞延稅項資產	32	278	278
Total non-current assets	非流動資產總額		1,357,199	1,267,421
CURRENT ASSETS	流動資產			
Land held for property development	持作物業發展之土地	21	42,917	41,807
Inventories	存貨	22	13,150	3,274
Contract assets	合約資產	23(a)	3,750,379	4,667,274
Trade receivables	貿易應收款項	24	1,604,505	967,973
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	882,973	969,313
Income tax recoverable	可退回所得稅		26,743	33,809
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	26	16,235	23,569
Restricted cash and pledged deposits	受限制現金及已抵押存款	27	53,190	37,035
Cash and cash equivalents	現金及與現金等值項目	28	1,189,972	953,433
Total current assets	流動資產總額		7,580,064	7,697,487

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2025
2025年3月31日

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
CURRENT LIABILITIES	流動負債			
Trade and bills payables	貿易應付款項及應付票據	29	1,651,888	1,916,092
Contract liabilities	合約負債	23(b)	399,277	264,545
Other payables and accruals	其他應付款項及應計款項	30	1,096,465	971,335
Bank borrowings	銀行借款	31	3,236,052	2,154,097
Lease liabilities	租賃負債	16(b)	34,097	29,613
Income tax payables	應繳所得稅		102,096	78,076
Total current liabilities	流動負債總額		6,519,875	5,413,758
NET CURRENT ASSETS	流動資產淨值		1,060,189	2,283,729
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		2,417,388	3,551,150
NON-CURRENT LIABILITIES	非流動負債			
Bank borrowings	銀行借款	31	2,605	994,949
Lease liabilities	租賃負債	16(b)	58,754	23,469
Deferred tax liabilities	遞延稅項負債	32	1,782	2,163
Total non-current liabilities	非流動負債總額		63,141	1,020,581
Net assets	資產淨值		2,354,247	2,530,569

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 March 2025
2025年3月31日

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
EQUITY	權益			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Issued capital	已發行股本	33(a)	186,424	178,579
Reserves	儲備	36(a)	2,041,583	2,281,390
			2,228,007	2,459,969
Non-controlling interests	非控股權益		126,240	70,600
Total equity	權益總額		2,354,247	2,530,569

Pang Yat Ting, Dominic
彭一庭
Director
董事

Pang Yat Bond, Derrick
彭一邦
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股東權益變動表

Year ended 31 March 2025

截至2025年3月31日止年度

		Attributable to shareholders of the Company 本公司股東應佔										
		Notes	Issued capital	Share premium account	Shares held under the share award scheme account 根據股份獎勵計劃 賬目下持有的股份	Share-based compensation reserve	Capital reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		附註	已發行股本 HK\$'000 千港元	股份溢價賬 HK\$'000 千港元	股份報酬儲備 HK\$'000 千港元	資本儲備 HK\$'000 千港元	外匯波動儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元	
At 1 April 2023	於2023年4月1日		179,623	739,410	(10,643)	13,805	23,143	(22,741)	1,518,001	2,440,598	48,095	2,488,693
Profit for the year	本年度溢利		-	-	-	-	-	-	72,094	72,094	13,720	85,814
Other comprehensive (loss)/income for the year:	本年度其他全面(虧損)/收益:											
Exchange differences:	匯兌差額:											
Translation of foreign operations	換算海外業務		-	-	-	-	-	(7,748)	-	(7,748)	-	(7,748)
Reclassification adjustments of gains included in profit or loss upon:	收益之重新分類調整(計入損益):											
Deregistration of subsidiaries	撤銷註冊附屬公司		-	-	-	-	-	10	-	10	-	10
Disposal of subsidiaries	出售附屬公司		-	-	-	-	-	1,802	-	1,802	-	1,802
Share of movement in the exchange fluctuation reserve of a joint venture	應佔一間合營公司外匯波動儲備之變動		-	-	-	-	-	(171)	-	(171)	-	(171)
Share of movements in the exchange fluctuation reserves of associates	應佔聯營公司外匯波動儲備之變動		-	-	-	-	-	(5,932)	-	(5,932)	-	(5,932)
Total comprehensive (loss)/income for the year	本年度全面(虧損)/收益總額		-	-	-	-	-	(12,039)	72,094	60,055	13,720	73,775
Acquisition of subsidiaries	收購附屬公司	38	-	-	-	-	-	-	-	-	22,182	22,182
Disposal of partial interest of a subsidiary	出售一間附屬公司的部分權益	36(b)(v)	-	-	-	-	4,473	-	-	4,473	527	5,000
Cancellation of repurchased shares	註銷已購回股份	33(a)	(1,044)	(4,321)	-	-	-	-	-	(5,365)	-	(5,365)
Equity-settled share option expense	以股本結算之購股權開支	35(b)	-	-	-	1,183	-	-	-	1,183	-	1,183
Other equity-settled share-based payment expense	其他以股本結算之以股份為基礎付款開支	9	-	-	-	1,766	-	-	-	1,766	-	1,766
Transfer of share-based compensation reserve upon the forfeiture of share-based arrangement	於沒收以股份為基礎安排時轉發股份報酬儲備	9	-	-	-	(3,698)	-	-	-	(3,698)	-	(3,698)
Disposal of subsidiaries	出售附屬公司	39	-	-	-	-	-	-	-	-	(4,421)	(4,421)
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息		-	-	-	-	-	-	-	-	(9,503)	(9,503)
Interim 2024 dividend declared	已宣派2024年度中期股息	13	-	-	-	-	-	-	(20,190)	(20,190)	-	(20,190)
Final 2023 dividend paid	已派付2023年度末期股息		-	-	-	-	-	-	(18,853)	(18,853)	-	(18,853)
At 31 March 2024	於2024年3月31日		178,579	735,089*	(10,643)*	13,056*	27,616*	(34,780)*	1,551,052*	2,459,969	70,600	2,530,569

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合股東權益變動表

Year ended 31 March 2025
截至2025年3月31日止年度

		Attributable to shareholders of the Company 本公司股東應佔										
		Issued capital	Share premium account	Shares held under the share award scheme account 根據股份獎勵計劃賬目下持有的股份	Treasury shares account 庫存股份賬	Share-based compensation reserve 股份報酬儲備	Capital reserve 資本儲備	Exchange fluctuation reserve 外匯波動儲備	Retained profits 保留溢利	Total	Non-controlling interests 非控股權益	Total equity 權益總額
Notes 附註		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	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2024	於2024年4月1日	178,579	735,089	(10,643)	-	13,056	27,616	(34,780)	1,551,052	2,459,969	70,600	2,530,569
(Loss)/profit for the year	本年度(虧損)/溢利	-	-	-	-	-	-	-	(274,039)	(274,039)	18,101	(255,938)
Other comprehensive loss for the year	本年度其他全面虧損：											
Exchange differences:	匯兌差額：											
Translation of foreign operations	換算海外業務	-	-	-	-	-	-	(2,495)	-	(2,495)	-	(2,495)
Share of movement in the exchange fluctuation reserve of a joint venture	應佔一間合營公司外匯波動儲備之變動	-	-	-	-	-	-	(104)	-	(104)	-	(104)
Share of movements in the exchange fluctuation reserves of associates	應佔聯營公司外匯波動儲備之變動	-	-	-	-	-	-	(1,045)	-	(1,045)	-	(1,045)
Total comprehensive (loss)/income for the year	本年度全面(虧損)/收益總額	-	-	-	-	-	-	(3,644)	(274,039)	(277,683)	18,101	(259,582)
Acquisition of subsidiaries	收購附屬公司	38	9,501	32,303	-	-	-	-	-	41,804	19,076	60,880
Disposal of partial interest of a subsidiary	出售一間附屬公司的部分權益	35(b)(vi)	-	-	-	-	17,213	-	-	17,213	33,187	50,400
Cancellation of repurchased shares	註銷已購回股份	33(a)	(1,656)	(5,923)	7,579	-	-	-	-	-	-	-
Equity-settled share option expense	以股本結算之購股權開支	35(b)	-	-	-	540	-	-	-	540	-	540
Other equity-settled share-based payment expense	其他以股本結算之以股份為基礎付款開支	9	-	-	-	2,548	-	-	-	2,548	-	2,548
Transfer of share-based compensation reserve upon the forfeiture of share options	於沒收購股權時轉發股份報酬儲備		-	-	-	(226)	-	-	-	(226)	-	(226)
Transfer of share-based compensation reserve upon the forfeiture of share-based arrangement	於沒收以股份為基礎安排時轉發股份報酬儲備	9	-	-	-	(6,113)	-	-	-	(6,113)	-	(6,113)
Disposal of a subsidiary	出售一間附屬公司		-	-	-	-	-	-	-	-	(15)	(15)
Repurchase of shares	購回股份		-	-	(10,045)	-	-	-	-	(10,045)	-	(10,045)
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息		-	-	-	-	-	-	-	-	(14,709)	(14,709)
At 31 March 2025	於2025年3月31日		186,424	761,469*	(10,643)*	(2,466)*	9,805*	44,829*	(38,424)*	1,277,013*	126,240	2,354,247

* These reserve accounts comprise the consolidated reserves of HK\$2,041,583,000 (2024: HK\$2,281,390,000) in the consolidated statement of financial position as at 31 March 2025.

於2025年3月31日，該等儲備賬包括綜合財務狀況表內之綜合儲備2,041,583,000港元（2024年：2,281,390,000港元）。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2025

截至2025年3月31日止年度

	Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營活動之現金流量		
(Loss)/profit before tax	除稅前(虧損)/溢利	(229,713)	97,796
Adjustments for:	調整：		
Share of loss of a joint venture	應佔一間合營公司虧損	470	5,093
Share of profits and losses of associates	應佔聯營公司溢利及虧損	(23,278)	(15,785)
Interest income	利息收入	(26,619)	(20,239)
Dividend income	股息收入	(478)	(49)
Loss/(gain) on deregistration of subsidiaries, net	撤銷註冊附屬公司之虧損/(收益)淨額	331	(8)
Loss/(gain) on disposal of financial assets at fair value through profit or loss, net	出售按公平值計入損益之金融資產之虧損/(收益)淨額	4,422	(171)
Gain on disposal of subsidiaries, net	出售附屬公司之收益淨額	—	(9,010)
Finance costs	融資成本	214,702	201,640
Depreciation of property, plant and equipment	物業、機器及設備之折舊	31,225	37,820
Depreciation of right-of-use assets	使用權資產之折舊	37,243	36,755
Amortisation of intangible assets	無形資產之攤銷	370	370
Fair value loss/(gain) of financial assets at fair value through profit or loss, net	按公平值計入損益之金融資產之公平值虧損/(收益)淨額	12	(3,544)
Fair value gain of contingent considerations	或然代價之公平值收益	(753)	—
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、機器及設備之虧損/(收益)淨額	2,888	(1,131)
Gain on disposal of a right-of-use asset	出售一項使用權資產之收益	(75)	—
Gain on disposal of non-current assets classified as held for sale	出售分類為持作銷售之非流動資產之收益	—	(81,855)
Gain on disposal of an associate	出售一間聯營公司之收益	—	(2,487)
Write-off of property, plant and equipment	物業、機器及設備之撇賬	—	2
Write-off of prepayments, deposits and other receivables	預付款項、按金及其他應收款項之撇賬	—	14,441
Waiver of other payable	豁免其他應付款項	—	(5,659)
Impairment of other receivables	其他應收款項之減值	30,824	10,040
Equity-settled share option expense	以股本結算之購股權開支	314	1,183
Other equity-settled share-based payment expense	其他以股本結算之以股份為基礎付款開支	(3,565)	(1,932)
		38,320	263,270

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2025

截至2025年3月31日止年度

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Increase in land held for property development	持作物業發展之土地增加	(1,110)	(570)
Decrease in inventories	存貨減少	11,357	105
Decrease/(increase) in contract assets	合約資產減少／(增加)	918,073	(854,129)
Increase in trade receivables	貿易應收款項增加	(615,972)	(134,647)
Decrease/(increase) in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少／(增加)	20,394	(38,366)
(Decrease)/increase in trade and bills payables	貿易應付款項及應付票據(減少)／增加	(294,267)	419,987
Increase/(decrease) in contract liabilities	合約負債增加／(減少)	134,732	(59,377)
Increase/(decrease) in other payables and accruals	其他應付款項及應計款項增加／(減少)	81,636	(198,339)
Cash from/(used in) operations	經營業務產生／(所用)之現金	293,163	(602,066)
Interest paid	已付利息	(1,178)	(2,398)
Income taxes refunded/(paid)	已退還／(已付)所得稅	2,685	(24,542)
Net cash flows from/(used in) operating activities	經營活動產生／(所用)之現金流量淨額	294,670	(629,006)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2025
截至2025年3月31日止年度

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動之現金流量			
Interest received	已收利息		26,619	20,239
Dividend received from listed equity investments	自上市股本投資收取之股息		478	49
Dividend received from associates	自聯營公司收取之股息		12,643	4,613
Purchases of property, plant and equipment	購買物業、機器及設備		(13,321)	(3,699)
Purchases of right-of-use assets	購買使用權資產		(32,425)	–
Acquisition of subsidiaries	收購附屬公司	38	9,788	(90,921)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備之 所得款項		4,803	2,028
Proceed from disposal of a right-of-use asset	出售一項使用權資產之所得款項		239	–
Proceeds from disposal of non-current assets classified as held for sale	出售分類為持作銷售之 非流動資產之所得款項		–	92,302
Proceeds from disposal of subsidiaries	出售附屬公司之所得款項	39	–	13,775
Proceeds from disposal of an associate	出售一間聯營公司之所得款項	39	–	16,599
Disposal of cash and bank balances of disposed subsidiaries	已出售附屬公司之現金及 銀行結餘	39	–	(7,195)
Purchases of financial assets at fair value through profit or loss	購買按公平值計入損益之 金融資產		(572)	(22,353)
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之 金融資產之所得款項		3,567	2,550
Contribution to an associate	向一間聯營公司注資		(10,000)	(7,200)
Decrease in an amount due from a joint venture	應收一間合營公司之款項減少		1,141	1,575
Decrease in amounts due from associates	應收聯營公司之款項減少		76,493	45,984
Decrease in loan receivables	應收貸款減少		2,066	26,320
Net cash flows from investing activities	投資活動產生之現金流量淨額		81,519	94,666

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

Year ended 31 March 2025

截至2025年3月31日止年度

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	來自融資活動之現金流量			
Repurchase of shares	購回股份	33(a)	(10,045)	(5,365)
New bank loans	新獲得銀行貸款		1,633,798	3,125,905
New trust receipt loans	新造信託收據貸款		281,704	384,955
Repayment of bank loans	償還銀行貸款		(1,551,284)	(2,647,403)
Repayment of trust receipt loans	償還信託收據貸款		(293,036)	(487,139)
Principal portion of lease payments	租賃付款之本金部分		(34,031)	(35,021)
Interest element of lease payments	租賃付款之利息部分		(2,406)	(2,305)
Other interest paid	其他已付利息		(193,870)	(178,053)
Dividends paid	已付股息		–	(39,043)
Dividends paid to non-controlling shareholders of subsidiaries	已付附屬公司非控股股東股息		(14,709)	(9,503)
Proceeds from disposal of partial interest of a subsidiary	出售一間附屬公司的部分權益 之所得款項		50,400	5,000
Increase in restricted cash and pledged deposits	受限制現金及已抵押存款增加		(4,751)	(36,887)
Net cash flows (used in)/from financing activities	融資活動(所用)/產生之 現金流量淨額		(138,230)	75,141
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及與現金等值項目增加/ (減少)淨額		237,959	(459,199)
Cash and cash equivalents at beginning of year	年初時現金及與現金等值項目		953,433	1,425,264
Effect of foreign exchange rate changes, net	外幣匯率變動影響淨額		(1,420)	(12,632)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末時現金及與現金等值項目		1,189,972	953,433
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及與現金等值項目結餘分析			
Cash and cash equivalents as stated in the statement of cash flows	現金流量表所列的現金及與現金 等值項目	28	1,189,972	953,433

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

1. CORPORATE AND GROUP INFORMATION

Asia Allied Infrastructure Holdings Limited is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, and the principal place of business of the Company is located at 27/F, Tower A, 83 King Lam Street, Cheung Sha Wan, Kowloon, Hong Kong.

During the year, the Company and its subsidiaries (collectively, the “Group”), joint operations, joint ventures and associates were involved in the following principal activities:

- provision of construction and consultancy services in areas of civil engineering, electrical and mechanical engineering, foundation and building construction mainly in Hong Kong;
- development and sale of properties and leasing of assets in Hong Kong, mainland (“Mainland China”) of the People’s Republic of China (the “PRC”) and the United Arab Emirates (the “UAE”);
- provision of security, tunnel management, property management and other facility management services in Hong Kong;
- provision of non-franchised bus services in Hong Kong; and
- production and sale of positron emission tomography (“PET”) radiopharmaceuticals for medical use in Hong Kong.

Particulars of the Company’s principal subsidiaries, joint operations, a joint venture and associates are set out in notes 46, 47, 48 and 49 to the financial statements, respectively.

At 31 March 2025, in the opinion of the directors of the Company (the “Directors”), the immediate holding company and the ultimate holding company of the Company is GT Winners Limited (“GT Winners”), which is a company incorporated in the British Virgin Islands (the “BVI”) with limited liability.

1. 公司及集團資料

亞洲聯合基建控股有限公司於百慕達註冊成立為一間受豁免之有限公司，其股份在香港聯合交易所有限公司（「聯交所」）主板上市。本公司之註冊辦事處位於Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而本公司之主要營業地點位於香港九龍長沙灣瓊林街83號A座27樓。

於本年度內，本公司及其附屬公司（統稱「本集團」）、合營業務、合營公司及聯營公司涉及下列主要業務：

- 主要在香港提供就土木工程、機電工程、地基及樓宇建築方面之工程及諮詢服務；
- 在香港、中華人民共和國（「中國」）內地（「中國內地」）及阿拉伯聯合酋長國（「阿聯酋」）進行發展及出售物業以及資產租賃；
- 在香港提供保安、隧道管理、物業管理及其他設施管理服務；
- 在香港提供非專營巴士服務；及
- 在香港生產及銷售正電子發射斷層掃描（「正電子掃描」）放射性藥物以作醫療用途。

本公司之主要附屬公司、合營業務、一間合營公司及聯營公司詳情分別載於財務報表附註46、47、48及49。

於2025年3月31日，本公司董事（「董事」）認為本公司之直接控股公司及最終控股公司為GT Winners Limited（「GT Winners」），其為於英屬處女群島（「英屬處女群島」）註冊成立之有限公司。

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2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with HKFRS Accounting Standards (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) as issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention except for investment in an insurance contract, financial assets at fair value through profit or loss and contingent consideration payable for the acquisition of subsidiaries which have been measured at fair value, as further explained in note 3.3 to the financial statements. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 March 2025. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e. existing rights that give the Group the current ability to direct the relevant activities of the investee).

2. 編製基準

此等財務報表乃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會計準則（包括所有香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）及香港公司條例之披露規定而編製。財務報表乃按歷史成本基準編製，惟於一項保險合約之投資、按公平值計入損益之金融資產及收購附屬公司之或然代價按公平值計量（更多詳情載於財務報表附註3.3）除外。此等財務報表以港元呈列，除非另有說明，所有數值均四捨五入至最接近千位（「千港元」）。

綜合基準

綜合財務報表包括本公司及其附屬公司截至2025年3月31日止年度之財務報表。附屬公司為一間由本公司直接或間接控制之實體（包括結構性實體）。當本集團對參與投資對象業務的多項回報承擔風險或享有權利以及能透過對投資對象的權力（即本集團獲賦予現有能力以主導投資對象相關活動的既存權利）影響該等回報時，即取得控制權。

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2. BASIS OF PREPARATION (Continued)

Basis of consolidation (Continued)

Generally, there is a presumption that a majority of voting rights results in control.

When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2. 編製基準 (續)

綜合基準 (續)

一般情況下，可推定多數投票權形成控制權。

倘本公司擁有少於投資對象大多數投票權或類似的權利，則本集團於評估其是否擁有對投資對象之權力時會考慮一切相關事實及情況，包括：

- (a) 與投資對象其他投票持有人之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

附屬公司的財務報表乃就本公司之相同報告期編製。附屬公司之業績乃由本集團獲取控制權之日開始作綜合計算，並繼續綜合入賬直至失去有關控制權之日為止。倘出現任何不相符之會計政策，即會作出調整加以修正。

損益及其他全面收益各組成部分乃歸屬於本公司股東及非控股權益，即使此舉引致非控股權益出現虧絀結餘。有關本集團成員公司間交易資產及負債、權益、收入、開支及現金流量均於綜合賬目時全數抵銷。

倘有事實及情況顯示上文所述三個控制因素中有一個或以上出現變動，則本集團將重新評估是否仍控制投資對象。附屬公司之擁有權權益變動（並無喪失控制權）作為權益交易入賬。

倘本集團失去對附屬公司之控制權，則取消確認相關資產（包括商譽）、負債、任何非控股權益及外匯波動儲備；及確認所保留任何投資之公平值及損益中任何因此產生之盈餘或虧絀。先前於其他全面收益內確認之本集團應佔部分重新分類至損益或保留溢利（如適用），所依據之基準與倘本集團直接出售相關資產或負債所需依據者相同。

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3.1 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following revised HKFRS Accounting Standards for the first time for the current year's financial statements:

Amendments to HKFRS 16 *Lease Liability in a Sale and Leaseback*

Amendments to HKAS 7 *Supplier Finance Arrangements*
and HKFRS 7

The nature and the impact of these revised HKFRS Accounting Standards that are applicable to the Group are described below:

- (a) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. Since the Group has no sale and leaseback transactions with variable lease payments that do not depend on an index or a rate occurring from the date of initial application of HKFRS 16 *Leases*, the amendments did not have any impact on the financial position or performance of the Group.
- (b) Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

As a result of the implementation of the amendments, the Group has provided additional disclosures about its supplier finance arrangements in note 29, 31 and 37 to the financial statements.

Save as disclosed above, the accounting policies used in preparing the consolidated financial statements are consistent with those of the annual consolidated financial statements for the year ended 31 March 2024.

3.1 會計政策變動及披露

本集團就本年度之財務報表首次採納下列經修訂香港財務報告準則會計準則：

香港財務報告準則 售後租回之
第16號之修訂 租賃負債
香港會計準則 供應商融資安排
第7號及香港
財務報告準則
第7號之修訂

適用於本集團之經修訂香港財務報告準則會計準則的性質及影響描述如下：

- (a) 香港財務報告準則第16號之修訂訂明賣方 — 承租人於計量售後租回交易中產生之租賃負債時所採用之規定，以確保賣方 — 承租人不曾確認與所保留之使用權有關之任何收益或虧損。由於本集團自首次採用香港財務報告準則第16號租賃之日起並無不取決於指數或比率的可變租賃付款之售後租回交易，故該等修訂對本集團的財務狀況或表現並無任何影響。
- (b) 香港會計準則第7號及香港財務報告準則第7號之修訂釐清供應商融資安排之特點，並規定須就該等安排作出額外披露。該等修訂之披露規定旨在協助財務報表使用者了解供應商融資安排對實體負債、現金流量及流動資金風險之影響。

由於實施該等修訂，本集團已於財務報表附註29、31及37中提供有關其供應商融資安排的額外披露。

除上文披露者外，編製綜合財務報表所採用的會計政策與截至2024年3月31日止年度的年度綜合財務報表所採用者一致。

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3.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS

The Group has not applied the following applicable new and revised HKFRS Accounting Standards, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these applicable new and revised HKFRS Accounting Standards, if applicable, when they become effective.

HKFRS 18	<i>Presentation and Disclosure in Financial Statements³</i>
HKFRS 19	<i>Subsidiaries without Public Accountability: Disclosures³</i>
Amendments to HKFRS 9 and HKFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments²</i>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture⁴</i>
Amendments to HKAS 21	<i>Lack of Exchangeability¹</i>
<i>Annual Improvements to HKFRS Accounting Standards — Volume 11</i>	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 ²

- ¹ Effective for annual periods beginning on or after 1 January 2025
- ² Effective for annual periods beginning on or after 1 January 2026
- ³ Effective for annual/reporting periods beginning on or after 1 January 2027
- ⁴ No mandatory effective date yet determined but available for adoption

3.2 已頒佈但尚未生效之香港財務報告準則會計準則

本集團並無於該等財務報表應用下列已頒佈但尚未生效之適用新訂及經修訂香港財務報告準則會計準則。本集團擬於該等適用新訂及經修訂香港財務報告準則會計準則生效時予以應用（倘適用）。

香港財務報告準則第18號	財務報表的呈列及披露 ³
香港財務報告準則第19號	非公共受託責任的附屬公司：披露 ³
香港財務報告準則第9號及香港財務報告準則第7號之修訂	金融工具分類及計量之修訂 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營公司之間之資產出售或注入資產 ⁴
香港會計準則第21號之修訂	缺乏可兌換性 ¹
香港財務報告準則會計準則的年度改進 — 第11冊	香港財務報告準則第1號、香港財務報告準則第7號、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號之修訂 ²

- ¹ 於2025年1月1日或之後開始之年度期間生效
- ² 於2026年1月1日或之後開始之年度期間生效
- ³ 於2027年1月1日或之後開始之年度／報告期間生效
- ⁴ 尚未釐定強制生效日期，但可採納

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3.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS (Continued)

Further information about those applicable HKFRS Accounting Standards that are expected to be applicable to the Group is described below:

- (a) HKFRS 18 replaces HKAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from HKAS 1 with limited changes, HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in HKAS 1 are moved to HKAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as HKAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of HKFRS 18, limited, but widely applicable, amendments are made to HKAS 7 *Statement of Cash Flows*, HKAS 33 *Earnings per Share* and HKAS 34 *Interim Financial Reporting*. In addition, there are minor consequential amendments to other HKFRS Accounting Standards. HKFRS 18 and the consequential amendments to other HKFRS Accounting Standards are effective for annual periods beginning on or after 1 January 2027 with earlier application permitted. Retrospective application is required. The Group is currently analysing the new requirements and assessing the impact of HKFRS 18 on the presentation and disclosure of the Group's financial statements.

3.2 已頒佈但尚未生效之香港財務報告準則會計準則 (續)

有關預期適用於本集團之該等適用香港財務報告準則會計準則之進一步資料如下：

- (a) 香港財務報告準則第18號取代香港會計準則第1號財務報表的呈列。儘管香港會計準則第1號的多個章節已被納入而變動有限，香港財務報告準則第18號就損益表內呈列方式引入新規定，包括指定的總計及小計。實體須將損益表內所有收益及開支分類為以下五個類別之一：經營、投資、融資、所得稅及已終止經營業務，並呈列兩項新界定小計。其亦規定於單一附註中披露管理層界定的績效指標，並對主要財務報表及附註中資料的組合（總計及分類）和資訊位置提出更高的要求。若干早前已納入香港會計準則第1號的規定移至香港會計準則第8號會計政策、會計估計變動及錯誤，並更名為香港會計準則第8號財務報表的呈列基準。由於頒佈香港財務報告準則第18號，對香港會計準則第7號現金流量表、香港會計準則第33號每股盈利及香港會計準則第34號中期財務報告作出有限但廣泛適用的修訂。此外，其他香港財務報告準則會計準則亦有輕微的相應修訂。香港財務報告準則第18號及其他香港財務報告準則會計準則的相應修訂於2027年1月1日或之後開始的年度期間生效，可提早應用，並須追溯應用。本集團現正分析新訂規定並評估香港財務報告準則第18號對本集團財務報表的呈列及披露的影響。

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3.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS (Continued)

(b) HKFRS 19 allows eligible entities to elect to apply reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other HKFRS Accounting Standards. To be eligible, at the end of the reporting period, an entity must be a subsidiary as defined in HKFRS 10 *Consolidated Financial Statements*, cannot have public accountability and must have a parent (ultimate or intermediate) that prepares consolidated financial statements available for public use which comply with HKFRS Accounting Standards. Earlier application is permitted. As the Company is a listed company, it is not eligible to elect to apply HKFRS 19. Some of the Company's subsidiaries are considering the application of HKFRS 19 in their specified financial statements.

(c) Amendments to HKFRS 9 and HKFRS 7 clarify the date on which a financial asset or financial liability is derecognised and introduce an accounting policy option to derecognise a financial liability that is settled through an electronic payment system before the settlement date if specified criteria are met. The amendments clarify how to assess the contractual cash flow characteristics of financial assets with environmental, social and governance and other similar contingent features. Moreover, the amendments clarify the requirements for classifying financial assets with non-recourse features and contractually linked instruments. The amendments also include additional disclosures for investments in equity instruments designated at fair value through other comprehensive income and financial instruments with contingent features. The amendments shall be applied retrospectively with an adjustment to opening balance of retained profits/accumulated losses (or other component of equity) at the initial application date. Prior periods are not required to be restated and can only be restated without the use of hindsight. Earlier application of either all the amendments at the same time or only the amendments related to the classification of financial assets is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

3.2 已頒佈但尚未生效之香港財務報告準則會計準則(續)

(b) 香港財務報告準則第19號允許合資格實體選擇應用經減少的披露規定，同時仍應用其他香港財務報告準則會計準則的確認、計量及呈列規定。為符合資格，於報告期末，實體須為香港財務報告準則第10號綜合財務報表所界定的附屬公司，且無需作出公共受託責任，並須擁有一間編製符合香港財務報告準則會計準則及供公眾使用的綜合財務報表的母公司（最終或中間公司）。允許提早應用。由於本公司為上市公司，並不符合資格選擇應用香港財務報告準則第19號。本公司若干附屬公司正考慮於其特定財務報表中應用香港財務報告準則第19號。

(c) 香港財務報告準則第9號及香港財務報告準則第7號之修訂釐清終止確認金融資產或金融負債的日期，並引入一項會計政策選擇，在符合特定條件的情況下，終止確認於結算日前透過電子付款系統結算的金融負債。該等修訂釐清如何評估具有環境、社會及管治以及其他類似或然特徵的金融資產的合約現金流量特徵。此外，該等修訂釐清具有無追索權特徵的金融資產及合約掛鉤工具的分類規定。該等修訂亦包括指定按公平值計入其他全面收益的股本工具投資及具有或然特徵的金融工具的額外披露。該等修訂須追溯應用，並於首次應用日期對期初保留溢利／累計虧損（或權益的其他組成部分）進行調整。過往期間無需重列，且僅可不在作出預知的情況下重列。允許同時提早應用所有修訂，或僅提早應用與金融資產分類相關之修訂。該等修訂預期不會對本集團的財務報表造成任何重大影響。

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3.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS (Continued)

- (d) Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 *Investments in Associates and Joint Ventures* in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

- (e) Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits/accumulated losses or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

3.2 已頒佈但尚未生效之香港財務報告準則會計準則 (續)

- (d) 香港財務報告準則第10號及香港會計準則第28號之修訂針對香港財務報告準則第10號及香港會計準則第28號於聯營公司及合營公司之投資有關投資者與其聯營公司或合營公司之間之資產出售或注入資產時兩者規定的不一致情況。該等修訂規定，當資產出售或注入資產構成一項業務時，須全數確認下游交易的收益或虧損。當交易涉及不構成一項業務的資產時，由該交易產生的收益或虧損於投資者的損益內確認，惟僅以非關聯投資者於該聯營公司或合營公司的權益為限。該等修訂將前瞻應用。香港會計師公會已取消香港財務報告準則第10號及香港會計準則第28號之修訂的先前強制生效日期。然而，該等修訂現已可供採納。

- (e) 香港會計準則第21號之修訂訂明實體應如何評估某種貨幣是否可兌換為另一種貨幣，以及在缺乏可兌換性的情況下，實體應如何估算於計量日期的即期匯率。該等修訂要求披露資料以讓財務報表使用者了解貨幣不可兌換的影響。允許提前採用。於應用該等修訂時，實體不能重列比較資料。初始應用該等修訂的任何累計影響應於初始應用當日確認為對保留溢利／累計虧損期初結餘的調整，或於獨立權益組成部分中確認為對所累積匯兌差額的累計金額調整（倘適用）。該等修訂預期不會對本集團的財務報表造成任何重大影響。

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3.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS (Continued)

(f) *Annual Improvements to HKFRS Accounting Standards — Volume 11* set out amendments to HKFRS 1, HKFRS 7 *Financial Instruments: Disclosures* (and the accompanying Guidance on implementing HKFRS 7), HKFRS 9 *Financial Instruments*, HKFRS 10 and HKAS 7. Details of the amendments that are expected to be applicable to the Group are as follows:

- HKFRS 7: The amendments have updated certain wording in paragraph B38 of HKFRS 7 and paragraphs IG1, IG14 and IG20B of the Guidance on implementing HKFRS 7 for the purpose of simplification or achieving consistency with other paragraphs in the standard and/or with the concepts and terminology used in other standards. In addition, the amendments clarify that the Guidance on implementing HKFRS 7 does not necessarily illustrate all the requirements in the referenced paragraphs of HKFRS 7 nor does it create additional requirements. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- HKFRS 9: The amendments clarify that when a lessee has determined that a lease liability has been extinguished in accordance with HKFRS 9, the lessee is required to apply paragraph 3.3.3 of HKFRS 9 and recognise any resulting gain or loss in profit or loss. In addition, the amendments have updated certain wording in paragraph 5.1.3 of HKFRS 9 and Appendix A of HKFRS 9 to remove potential confusion. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

3.2 已頒佈但尚未生效之香港財務報告準則會計準則(續)

(f) 香港財務報告準則會計準則的年度改進 — 第11冊載列香港財務報告準則第1號、香港財務報告準則第7號金融工具：披露（及隨附的香港財務報告準則第7號實施指引）、香港財務報告準則第9號金融工具、香港財務報告準則第10號及香港會計準則第7號之修訂。預期將適用於本集團的修訂詳情如下：

- 香港財務報告準則第7號：該等修訂更新了香港財務報告準則第7號第B38段以及香港財務報告準則第7號實施指引第IG1、IG14及IG20B段的若干措辭，以達到簡化的目的或與本準則其他段落及／或其他準則中所用的概念及術語保持一致。此外，該等修訂釐清香港財務報告準則第7號實施指引不一定闡述香港財務報告準則第7號所述段落的所有規定，亦不會增設額外規定。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。
- 香港財務報告準則第9號：該等修訂釐清當承租人確定租賃負債已根據香港財務報告準則第9號終止時，承租人須應用香港財務報告準則第9號第3.3.3段，並於損益中確認任何因此產生的收益或虧損。此外，該等修訂更新了香港財務報告準則第9號第5.1.3段及香港財務報告準則第9號附錄A中的若干措辭，以消除潛在的混淆情況。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。

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3.2 ISSUED BUT NOT YET EFFECTIVE HKFRS ACCOUNTING STANDARDS *(Continued)*

(f) *(Continued)*

- HKFRS 10: The amendments clarify that the relationship described in paragraph B74 of HKFRS 10 is just one example of various relationships that might exist between the investor and other parties acting as de facto agents of the investor, which removes the inconsistency with the requirement in paragraph B73 of HKFRS 10. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- HKAS 7: The amendments replace the term "cost method" with "at cost" in paragraph 37 of HKAS 7 following the prior deletion of the definition of "cost method". Earlier application is permitted. The amendments are not expected to have any impact on the Group's financial statements.

3.2 已頒佈但尚未生效之香港財務報告準則會計準則 *(續)*

(f) *(續)*

- 香港財務報告準則第10號：該等修訂闡明香港財務報告準則第10號第B74段所述的關係僅為投資者與其他各方（作為其實際代理人行事）之間可能存在的各種關係的一種示例，從而消除與香港財務報告準則第10號第B73段規定的不一致之處。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。
- 香港會計準則第7號：繼先前刪除「成本法」的定義後，該等修訂於香港會計準則第7號第37段中以「按成本」取代「成本法」。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何影響。

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3.3 MATERIAL ACCOUNTING POLICIES

Investments in joint ventures and associates

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it 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.

The Group's investments in joint ventures and associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of joint ventures and associates is included in the consolidated profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint ventures or associates, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures or associates are eliminated to the extent of the Group's investments in the joint ventures or associates, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of joint ventures or associates is included as part of the Group's investments in joint ventures or associates.

If an investment in a joint venture becomes an investment in an associate or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of joint control over the joint venture or significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the joint ventures or associates upon loss of joint control or significant influence and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

3.3 重大會計政策

於合營公司及聯營公司之投資

合營公司指一種合營安排，對該安排擁有共同控制權之訂約方據此對合營公司之資產淨值擁有權利。共同控制指按照合約協定對一項安排所應佔之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。

聯營公司為本集團擁有一般不少於20%股份投票權之長期權益，並可對其發揮重大影響力之實體。重大影響力為參與投資對象之財務及營運政策決定之權力，而非控制或共同控制該等政策。

本集團於合營公司及聯營公司之投資乃按權益會計法，以本集團應佔之資產淨值減任何減值虧損計算，並於綜合財務狀況表列賬。倘出現任何不相符之會計政策，即會作出調整加以修正。

本集團應佔合營公司及聯營公司於收購後之業績及其他全面收益分別於綜合損益及綜合其他全面收益內列賬。此外，倘直接於合營公司或聯營公司之權益確認變動，本集團會於綜合股東權益變動表確認其應佔之任何變動（如適用）。本集團與其合營公司或聯營公司之交易所產生之未變現收益及虧損會以本集團於合營公司或聯營公司之投資為限抵銷，惟未變現虧損證明所轉讓資產出現減值則除外。收購合營公司或聯營公司所產生之商譽乃計入作為本集團於合營公司或聯營公司之投資之一部分。

倘於合營公司之投資成為於聯營公司之投資或反之亦然，則不會重新計量保留權益。反之，該投資繼續根據權益法入賬。在所有其他情況下，於失去合營公司共同控制權或聯營公司之重大影響力時，本集團會按公平值計量及確認任何保留投資。於失去共同控制權或重大影響力時合營公司或聯營公司之賬面值與保留投資公平值之任何差異及出售所得款項乃在損益內確認。

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3.3 MATERIAL ACCOUNTING POLICIES *(Continued)***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 arrangement.

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. The Group recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The assets, liabilities, revenues and expenses relating to the Group's interest in a joint operation are accounted for in accordance with the HKFRS Accounting Standards applicable to the particular assets, liabilities, revenues and expenses.

3.3 重大會計政策 *(續)***於合營業務之權益**

合營業務指一種合營安排，對該安排擁有共同控制權之訂約方據此對該安排之資產及負債擁有權利及義務。

共同控制指按照合約協定對一項安排所應佔之控制權，共同控制僅在有關活動要求享有控制權之訂約方作出一致同意之決定時存在。本集團就其在合營業務之權益確認：

- 其資產，包括其應佔共同持有之任何資產；
- 其負債，包括其應佔共同產生之任何負債；
- 其來自出售其應佔合營業務產生之產值之收入；
- 其應佔合營業務銷售產值所產生之收入；及
- 其開支，包括其應佔共同產生之任何支出。

與本集團於合營業務之權益相關之資產、負債、收入及支出根據適用於特定資產、負債、收入及支出之香港財務報告準則會計準則入賬。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a holding company, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to a holding company of the Group.

3.3 重大會計政策 (續)

關連方

任何一方如屬以下情況，即視為本集團之關連方：

- (a) 該方為以下人士或為該人士之近親且該人士
 - (i) 擁有本集團之控制權或共同控制權；
 - (ii) 對本集團具有重大影響力；或
 - (iii) 為本集團之主要管理人員其中一名成員；

或

- (b) 該方為一實體，且以下任何一種情況適用：
 - (i) 實體及本集團為同一集團之成員公司；
 - (ii) 一間實體為另一間實體（或另一間實體之控股公司、附屬公司或同系附屬公司）之聯營公司或合營公司；
 - (iii) 實體及本集團為同一第三方之合營公司；
 - (iv) 一間實體為第三方實體之合營公司，而另一間實體為該第三方實體之聯營公司；
 - (v) 實體為終止僱用後福利計劃，乃為本集團或與本集團有關連之實體之僱員福利而設；
 - (vi) 實體受(a)所識別之人士控制或共同控制；
 - (vii) (a)(i)所識別之人士對實體具有重大影響力或為實體（或實體之控股公司）之主要管理人員其中一名成員；及
 - (viii) 該實體或其所屬集團之任何成員向本集團或本集團之控股公司提供主要管理人員服務。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Business combinations and goodwill**

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group and liabilities assumed by the Group to the former owners of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

3.3 重大會計政策 (續)**業務合併及商譽**

業務合併乃採用收購法入賬。轉讓代價乃以收購日期的公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值及本集團向被收購方前擁有人承擔的負債。於各業務合併中，本集團選擇是否以公平值或於被收購方可識別淨資產的應佔比例，計量於被收購方的非控股權益。非控股權益的所有其他組成部分均按公平值計量。收購相關成本於產生時列為開支。

當所收購的一組活動及資產包含共同對創造產出的能力作出重大貢獻的一項投入及一項實質性程序時，本集團釐定其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、收購日期之經濟環境及相關條件對所承擔的金融資產及負債進行評估，以作出適當的分類及確認，包括將嵌入式衍生工具與被收購方主合約分開。

如業務合併分階段進行，先前持有的股本權益按其於收購日期的公平值重新計量，所產生的任何損益在損益內確認。

收購方將轉讓的任何或然代價按收購日期的公平值確認。分類為資產或負債的或然代價按公平值計量，其公平值變動於損益內確認。分類為權益的或然代價不重新計量，其後的結算在權益中入賬。

商譽按成本進行首次計量，即已轉讓代價、非控股權益之確認金額及本集團先前所持於被收購方之股本權益公平值總額超出所收購可識別資產淨值及所承擔負債之差額。倘總代價及其他項目之總和低於所收購資產淨值之公平值，於重估後之差額會於損益內確認為議價購買時之收益。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Business combinations and goodwill (Continued)

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its investment properties and financial assets at fair value through profit or loss at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

3.3 重大會計政策 (續)

業務合併及商譽 (續)

首次確認後，商譽按成本減累計減值虧損計量。商譽每年就減值進行測試，倘有事件或情況變化顯示賬面值可能出現減值跡象，則進行更為頻密之檢討。本集團會於3月31日進行商譽年度減值測試。進行就減值測試而言，業務合併中購入之商譽由收購日期起，被分配到預期將從合併之協同效應中受益之本集團各現金產生單位（或現金產生單位組別），不論本集團之其他資產或負債是否被分配至該等單位或單位組別。

減值按對與商譽有關之現金產生單位（現金產生單位組別）可收回金額進行之評估釐定。倘現金產生單位（現金產生單位組別）之可收回金額少於其賬面值，則確認減值虧損。就商譽確認之減值虧損不會於後續期間撥回。

當商譽被分配至現金產生單位（或現金產生單位組別）而出售該單位之某部分業務，則於釐定出售業務之收益或虧損時，與出售業務相關之商譽將包括在該業務之賬面值內。在此情況下出售之商譽將以出售業務和保留之現金產生單位部分相對價值為基礎作計量。

公平值計量

本集團於各報告期末按公平值計量投資物業及按公平值計入損益之金融資產。公平值為市場參與者於計量日期在有序交易中出售資產將會收取或轉讓負債將會支付之價格。公平值計量乃根據假設出售資產或轉讓負債之交易在資產或負債之主要市場或（在無主要市場之情況下）在資產或負債之最具優勢市場進行而作出。主要或最具優勢市場必須為本集團可進入之市場。資產或負債之公平值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Fair value measurement** (Continued)

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.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	—	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	—	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	—	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements at fair value on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.3 重大會計政策 (續)**公平值計量** (續)

非金融資產之公平值計量經計及一名市場參與者透過以最大限度利用資產以達致最佳用途或將資產出售予將以最大限度利用資產以達致最佳用途之另一名市場參與者而產生經濟效益之能力。

本集團視乎情況使用適當且具備充足數據可供計量公平值之估值技術，以盡量增加使用相關可觀察輸入值及盡量減少使用不可觀察輸入值。

所有其公平值會被計量或於財務報表披露之資產及負債乃按整體對公平值計量屬重要之最低級輸入值在下述公平值等級內分類：

第1級	—	按相同資產或負債於活躍市場之報價（未經調整）
第2級	—	按對公平值計量屬重要之最低級輸入值為可直接或間接觀察之估值技術
第3級	—	按對公平值計量屬重要之最低級輸入值為不可觀察之估值技術

就經常於財務報表以公平值確認之資產及負債而言，本集團透過於各報告期末重新評估分類（按整體對公平值計量屬重要之最低級輸入值）釐定等級內各級之間有否出現轉換。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Property, plant and equipment and depreciation

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

The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation of buildings are calculated on the straight-line basis to write off their costs over the shorter of the lease terms and their useful lives of 25 years.

Depreciation of other property, plant and equipment is calculated on the reducing balance basis to write off the cost of each item of other property, plant and equipment to its estimated residual value over its estimated useful life. The estimated depreciation rates per annum of different categories of other property, plant and equipment are as follows:

Freehold land	Not depreciated
Buildings	Over the shorter of the lease terms and useful life of 25 years
Plant and machinery	15% to 25%
Furniture, fixtures and equipment	15%
Motor vehicles	10% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation methods are reviewed, and adjusted if appropriate, at least at each financial year end.

3.3 重大會計政策 (續)

物業、機器及設備以及折舊

物業、機器及設備乃按其成本值扣去累計折舊及任何累計減值虧損後列賬。

一項物業、機器及設備之成本包括其購入價以及令該資產達至其生產狀況及位置以作其擬定用途時任何直接有關之應佔成本。物業、機器及設備項目運作後產生之開支，例如維修及保養支出等，一般將於其產生期間內在損益中扣除。在確認條件獲達成之情況下，主要檢查之支出乃計入資產賬面值之成本賬項內作為替代。倘物業、機器及設備之主要部分須不時更換，則本集團確認該等部分為具有特定可使用年期之獨立資產，並作出相應折舊。

樓宇之折舊按直線法計算，以於租期及其可使用年期25年中的較短者為準撇銷其成本。

其他物業、機器及設備之折舊乃按遞減餘額基準於估計餘下可使用年期撇銷各個其他物業、機器及設備項目之成本值至其估計剩餘價值。其他物業、機器及設備不同類別之年度估計折舊率如下：

永久業權土地	未折舊
樓宇	租期與可使用年期25年之較短者
機器及設備	15%至25%
傢俱、裝置及設備	15%
汽車	10%至25%

當一項物業、機器及設備之部分有不同之可使用年期，該項目之成本乃按合理基準於各部分之間分配，而每一部分乃分開折舊。剩餘價值、可使用年期及折舊法最少於各財政年度結束時檢討，及倘適用時作出調整。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Property, plant and equipment and depreciation**

(Continued)

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Investment properties

Investment properties are interests in land and buildings (including right-of-use-assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including the direct costs of construction, capitalised borrowing costs on related borrowed funds during the period of construction and transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

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

Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the period of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use.

3.3 重大會計政策 (續)**物業、機器及設備以及折舊** (續)

一項物業、機器及設備包括任何重大部分之首次確認於出售時或當預期其使用或出售再無未來經濟利益時取消確認。於資產取消確認之期間於損益內確認之出售或廢棄所得任何之收益或虧損為有關資產之出售所得淨額與賬面值間之差額。

投資物業

投資物業指持有以賺取租金收入及／或作資本增值用途之土地及樓宇權益（包括使用權資產）。有關物業首次按成本（包括直接建築成本、於建設期間相關借款資金之資本化借款成本以及交易成本）計量。於首次確認後，投資物業按反映報告期末市況之公平值列賬。

投資物業公平值變動所產生之盈虧於產生之期間計入損益內。

投資物業報廢或出售所產生之任何盈虧於報廢或出售期間之損益中確認。

當投資物業轉移至業主自用物業，用於後續會計處理之物業視作成本為其用途變動日期之公平值。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Leases

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

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on the straight-line basis over the lease terms and is included in revenue or other income in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

3.3 重大會計政策 (續)

租賃

本集團於合約開始時評估合約是否為租賃或包含租賃。倘合約為換取代價而授予在一段期間內可識別資產的使用控制權，則該合約為租賃或包含租賃。

本集團作為出租人

本集團作為出租人時，其於租賃開始時（或於租賃修訂時）將其各項租賃分類為經營租賃或融資租賃。

本集團並無轉讓資產擁有權所附之絕大部分風險及回報之租賃分類為經營租賃。倘合約包含租賃及非租賃部分，本集團根據相對獨立售價將合約代價分配至各部分。租金收入於租期內按直線法入賬並根據其經營性質於損益內列為收益或其他收入。於磋商及安排經營租賃時產生之初步直接成本乃計入租賃資產之賬面值，並於租期內按相同方法確認為租金收入。或然租金乃於賺取期間內確認為收益。

凡有關相關資產之擁有權所附之絕大部分風險及回報轉讓予承租人之租賃均列為融資租賃。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received.

Right-of-use assets in respect of leasehold land are depreciated on the straight-line basis over the shorter of the lease terms and their useful lives of 50 years. Other right-of-use assets are depreciated on the reducing balance basis over the following depreciation periods, which are the shorter of the lease terms and the estimated useful lives of the assets:

Leased properties	1 to 5 years
Plant and machinery	3 to 5 years
Motor vehicles	4 years

If ownership of the leased asset is transferred to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

When the right-of-use assets relate to interests in leasehold land held as inventories, they are subsequently measured at the lower of cost and net realisable value in accordance with the Group's policy for "Land held for property development, properties under development and properties held for sale".

3.3 重大會計政策 (續)

租賃 (續)

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)應用單一確認及計量方法。本集團確認作出租賃付款之租賃負債及代表使用相關資產權利之使用權資產。

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及任何累計減值虧損計量,並就任何重新計量租賃負債作出調整。使用權資產之成本包括已確認租賃負債金額、初步已產生之直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃優惠。

有關租賃土地之使用權資產,於租期或其可使用年期50年(以較短者為準)按直線法折舊。其他使用權資產於租期及資產之估計可使用年期於下列折舊期間(以較短者為準)按遞減餘額基準折舊:

租賃物業	1至5年
機器及設備	3至5年
汽車	4年

倘於租期結束前租賃資產之擁有權被轉讓予本集團或成本反映購買選擇權之行使,折舊則根據資產之估計可使用年期計算。

倘使用權資產與持有作存貨之租賃土地權益有關,則其後根據本集團之「持作物業發展之土地、發展中物業及持作銷售物業」政策按成本或可變現淨值(以較低者為準)計量。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Leases (Continued)

Group as a lessee (Continued)

(a) Right-of-use assets (Continued)

When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "Investment properties".

The Group's right-of-use assets are separately presented on the face of the consolidated statement of financial position.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. 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, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses the interest rate implicit in the lease or, where that rate cannot be readily determined, the Group uses its incremental borrowing rate at the lease commencement date. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g. a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

The Group's lease liabilities are separately presented on the face of the consolidated statement of financial position.

3.3 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產 (續)

倘使用權資產符合投資物業之定義，則計入投資物業。根據本集團有關「投資物業」之政策，相應之使用權資產按成本進行首次計量，其後則按公平值計量。

本集團之使用權資產於綜合財務狀況表中單獨呈列。

(b) 租賃負債

租賃負債乃於租賃開始日期按租期內將作出的租賃付款現值確認。租賃付款包括定額付款（含實質定額租賃付款）減任何應收租賃優惠，取決於指數或利率的可變租賃付款，以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括合理確定將由本集團行使的購買選擇權之行使價，及為終止租賃而支付之罰款（倘租期反映本集團正行使終止租賃權）。並非取決於某一指數或比率之可變租賃付款於導致付款之事件或條件發生之期間確認為支出。

本集團使用租賃內所含利率計算租賃付款之現值，或該利率不容易釐定時，則本集團於租賃開始日期使用其增額借款利率計算。於開始日期後，租賃負債金額之增加反映了利息之增長，其減少則關乎所作出之租賃付款。此外，倘存在修改、租期變動、租賃付款變動（即由指數或利率變動引起之未來租賃付款變動）或購買相關資產之選擇權評估變動，則租賃負債之賬面值將被重新計量。

本集團之租賃負債於綜合財務狀況表中單獨呈列。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Leases** (Continued)**Group as a lessee** (Continued)(c) *Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of plant and machinery and office equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on the straight-line basis over the lease term.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Patent

Purchased patent is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful lives of 7 years.

3.3 重大會計政策 (續)**租賃** (續)**本集團作為承租人** (續)(c) *短期租賃及低價值資產租賃*

本集團就其機器及設備以及辦公室設備之短期租賃(即由開始日期起計租期為12個月或以下且不包含購買選擇權之該等租賃)應用短期租賃確認豁免。其亦就被認為具有低價值之辦公室設備租賃應用低價值資產租賃確認豁免。短期租賃及低價值資產租賃之租賃付款在租期內按直線法確認為開支。

無形資產(商譽除外)

單獨收購之無形資產於首次確認時按成本計量。於業務合併中收購之無形資產成本指於收購日期之公平值。無形資產之可使用年期被評估為有限或無限。具有有限年期之無形資產其後於可使用經濟年期內攤銷，且於有跡象表明該無形資產可能出現減值時進行減值評估。具有有限可使用年期之無形資產之攤銷期及攤銷方法最少於各財政年度結束時檢討。

具無限可使用年期之無形資產每年個別地或按現金產生單位級別進行減值測試。該等無形資產不予攤銷。具無限年期之無形資產之可使用年期每年進行檢討，以釐定無限年期之評估是否繼續有理據支持。如否，則將可使用年期之評估由無限至有限之變動按前瞻性基準入賬。

專利

購買的專利按成本減任何減值虧損呈列，並按直線法於其估計可使用年限7年內攤銷。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Land held for property development, properties under development and properties held for sale

Land held for property development and properties under development are intended to be held for sale after completion of the property development. They are classified as current assets unless the construction period of the relevant property development project is expected to complete beyond the normal operating cycle. On completion, the properties are transferred to properties held for sale.

Land held for property development, properties under development and properties held for sale are stated at the lower of cost and net realisable value. Cost includes prepaid land lease payments, cost of land/land use rights together with any other direct costs attributable to the development of the properties, and borrowing costs capitalised during the development period. Net realisable value is determined by reference to estimated selling price based on prevailing market conditions less (i) anticipated cost to completion of the development in respect of properties under development; and (ii) estimated costs to be incurred in marketing and selling the properties.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for non-financial asset is required (other than investment properties, land held for property development, properties under development, properties held for sale, deferred tax assets, contract assets and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g. a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

3.3 重大會計政策 (續)

持作物業發展之土地、發展中物業及持作銷售物業

持作物業發展之土地及發展中物業擬於完成物業發展後持作銷售。彼等分類為流動資產，除非相關物業發展項目之建築期間預期於一般營運週期以後完成。完成時，物業轉撥至持作銷售物業。

持作物業發展之土地、發展中物業及持作銷售物業按成本及可變現淨值之較低者列賬。成本包括土地租賃預付款項及土地／土地使用權成本，連同任何其他物業發展應佔直接成本及於發展期間資本化之借款成本。可變現淨值乃參考基於現行市況之估計售價釐定，當中扣減：(i)完成開發有關發展中物業之預期成本；及(ii)營銷及銷售物業產生之估計成本。

非金融資產減值

倘有跡象顯示出現減值，或需要就非金融資產（投資物業、持作物業發展之土地、發展中物業、持作銷售物業、遞延稅項資產、合約資產及分類為持作銷售之非流動資產／一間出售集團除外）進行年度減值測試，則會估計資產之可收回數額。資產之可收回數額乃資產或現金產生單位之使用價值及其公平值（以較高者為準）減出售成本，並就個別資產而釐定，除非有關資產並無產生很大程度上獨立於其他資產或資產組別所產生之現金流入，在此情況下，可收回數額則就資產所屬之現金產生單位而釐定。對現金產生單位進行減值測試時，企業資產（如總部樓宇）賬面值的一部分如果能夠按合理和一貫的基準分配至現金產生單位組別（甚或其最小組別），則分配至個別現金產生單位。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Impairment of non-financial assets** (Continued)

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of a non-financial asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior periods. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Investments and other financial assets**Initial recognition and measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, or fair value through profit or loss, as appropriate.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 *Revenue from Contracts with Customers* in accordance with the policies set out for "Revenue recognition" below.

3.3 重大會計政策 (續)**非金融資產減值** (續)

倘資產之賬面值超逾其可收回數額，減值虧損方予確認。於評估使用價值時，估計日後現金流量乃按可反映現時市場評估貨幣之時間價值及資產特定風險之除稅前貼現率貼現至其現值。減值虧損乃於產生期間於損益中扣除。

於各報告期末，會就有否跡象顯示先前已確認之減值虧損可能不再存在或可能減少而作出評估。倘出現該跡象，則估計可收回數額。就非金融資產（商譽除外）先前已確認之減值虧損僅於釐定該資產之可收回數額所使用之估計出現變動時方予撥回，惟在假設於過往期間並無就該資產確認減值虧損，高出於此情況下所釐定之賬面值之數額（扣除任何折舊／攤銷）則不予撥回。減值虧損之撥回乃於產生期間計入損益。

投資及其他金融資產**首次確認及計量**

金融資產於首次確認時分類，其後於適當時按攤銷成本或公平值計入損益（如適用）。

金融資產於首次確認時之分類視乎金融資產之合約現金流量特徵以及本集團管理該等金融資產之業務模式而定。除貿易應收款項不包含重大融資成分或本集團已應用不調整重大融資成分影響之可行的權宜方法外，本集團初步按公平值另加交易成本（倘金融資產不按公平值計入損益）計量金融資產。並無重大融資成分或本集團已應用可行的權宜方法之貿易應收款項，乃根據下文「收益確認」所載政策按香港財務報告準則第15號來自客戶合約之收益所釐定之交易價格計量。

31 March 2025

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

In order for a financial asset (debt instrument) to be classified and measured at amortised cost, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets (debt instruments) with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets (debt instruments) refers to how it manages its financial assets (debt instruments) in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets (debt instruments), or both. Financial assets (debt instruments) classified and measured at amortised cost are held within a business model with the objective to hold financial assets (debt instruments) in order to collect contractual cash flows, while financial assets (debt instruments) classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets (debt instruments) which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

3.3 重大會計政策 (續)

投資及其他金融資產 (續)

首次確認及計量 (續)

為使金融資產(債務工具)按攤銷成本進行分類及計量，其需要產生純粹為支付本金及未償還本金之利息(「純粹支付本金及利息」)之現金流量。就現金流量並非純粹支付本金及利息之金融資產(債務工具)而言，不論其業務模式如何，均按公平值計入損益分類及計量。

本集團管理金融資產(債務工具)之業務模式指其管理金融資產(債務工具)以產生現金流量之方法。業務模式可確定現金流量是否來自收集合約現金流量、出售金融資產(債務工具)或兩者兼而有之。按攤銷成本分類及計量之金融資產(債務工具)按旨在收取合約現金流量而持有金融資產(債務工具)之業務模式持有，而按公平值計入其他全面收益分類及計量之金融資產(債務工具)按旨在收取合約現金流量及出售而持有之業務模式持有。並非按上述業務模式持有之金融資產(債務工具)按公平值計入損益分類及計量。

嵌入混合合約(包含金融資產主體)的衍生工具不作單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公平值計入損益之金融資產。

購買或銷售乃指須按照市場一般規定或慣例於一定期間內交付資產之購買或銷售金融資產，該等購買或銷售於交易日期確認，交易日期即本集團購買或銷售資產當日。

31 March 2025

2025年3月31日

3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Investments and other financial assets** (Continued)**Subsequent measurement**

The subsequent measurement of financial assets depends on their classification as follows:

(a) *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

(b) *Financial assets at fair value through profit or loss*

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes debt instruments with cash flows that are not SPPI and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in profit or loss when the right of payment has been established.

Impairment

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

3.3 重大會計政策 (續)**投資及其他金融資產** (續)**其後計量**

金融資產之其後計量視乎彼等以下之分類而定：

(a) *按攤銷成本計量之金融資產 (債務工具)*

按攤銷成本計量之金融資產其後採用實際利率法計量，並可能會出現減值。當資產被取消確認、修改或出現減值時，收益及虧損乃於損益內確認。

(b) *按公平值計入損益之金融資產*

按公平值計入損益之金融資產於綜合財務狀況表以公平值列值，並於損益內確認公平值淨額變動。

該類別包括現金流並非純粹支付本金及利息之債務工具及股本投資，本集團並無不可撤銷地選擇其按公平值透過其他全面收益分類。當付款權已確立，股本投資股息亦會作為其他收入於損益內確認。

減值

本集團會確認對並非按公平值計入損益的所有債務工具預期信貸虧損（「預期信貸虧損」）之撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取的所有現金流量之間的差額而釐定，並以原實際利率的近似值貼現。預期現金流量將包括出售所持抵押的現金流量或組成合約條款的其他信貸提升措施。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Impairment (Continued)

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

3.3 重大會計政策 (續)

投資及其他金融資產 (續)

減值 (續)

一般方法

預期信貸虧損分兩個階段確認。就首次確認以來信貸風險並無大幅增加的信貸風險而言，會為未來12個月可能發生的違約事件所產生的信貸虧損（12個月預期信貸虧損）作出預期信貸虧損撥備。就首次確認以來信貸風險大幅增加的信貸風險而言，須就預期於風險的餘下年期產生的信貸虧損作出虧損撥備，而不論違約的時間（全期預期信貸虧損）。

於各報告日期，本集團會評估自首次確認以來金融工具的信貸風險是否已大幅增加。在進行評估時，本集團會將於報告日期金融工具發生的違約風險與於首次確認日期金融工具發生的違約風險進行比較，並考慮無須花費過多成本或精力即可獲得的合理及可支持的資料（包括過往資料及前瞻性資料）。

本集團認為，當合約付款逾期超過30天，則信貸風險大幅增加。

當合約付款逾期90天時，本集團認為金融資產違約。然而，在若干情況下，當內部或外部資料表明本集團在計及本集團所持有的任何信貸提升措施之前不大可能完全收到未償還合約款項時，本集團亦可能認為金融資產違約。倘並無合理預期可收回合約現金流量，金融資產將被撇賬。

31 March 2025
2025年3月31日

3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Impairment (Continued)

General approach (Continued)

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

3.3 重大會計政策 (續)

投資及其他金融資產 (續)

減值 (續)

一般方法 (續)

按攤銷成本計量之金融資產在一般方法下可能會出現減值，且會在以下階段進行分類以計量預期信貸虧損，惟應用簡化方法的貿易應收款項及合約資產除外，如下所詳述。

- 第1階段 — 自首次確認以來其信貸風險並無顯著增加，且虧損撥備乃按相等於12個月預期信貸虧損的金額計量之金融工具
- 第2階段 — 自首次確認以來其信貸風險顯著增加（惟並非信貸減值金融資產），且虧損撥備乃按相等於全期預期信貸虧損的金額計量之金融工具
- 第3階段 — 於報告日期已信貸減值（惟並非購入或源生信貸減值），且虧損撥備乃按相等於全期預期信貸虧損的金額計量之金融資產

簡化方法

就並無重大融資成分的貿易應收款項及合約資產而言，或當本集團應用不就重大融資成分的影響作出調整的可行的權宜方法時，本集團應用簡化方法計算預期信貸虧損。根據簡化方法，本集團不會追蹤信貸風險的變動，而是根據各報告日期的全期預期信貸虧損確認虧損撥備。本集團已根據過往信貸虧損經驗建立撥備矩陣，並根據債務人及經濟環境所特有的前瞻性因素作出調整。

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2025年3月31日

3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Investments and other financial assets (Continued)

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the assets. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred assets to the extent of the Group’s continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

3.3 重大會計政策 (續)

投資及其他金融資產 (續)

取消確認

金融資產 (或如適用，一項金融資產之一部分或一組類似金融資產之一部分) 主要在下列情況下取消確認 (即從綜合財務狀況表中移除)：

- 收取該項資產所得現金流量之權利已屆滿；或
- 本集團已轉讓收取該項資產所得現金流量之權利，或根據一項「通過」安排，在未有嚴重延緩第三方之情況下，已就所收取現金流量全數承擔付款之責任；及 (a) 本集團已大致轉讓該項資產所附之所有風險及回報；或 (b) 本集團並無大致轉讓或保留該項資產所附之所有風險及回報，但已轉讓該項資產之控制權。

本集團凡已轉讓其收取一項資產所得現金流量之權利或已訂立一項通過安排，其評估是否有保留資產擁有權之風險及回報和保留程度。倘其無大致轉讓或保留該項資產所附之所有風險及回報，且並無轉讓該項資產之控制權，本集團繼續以本集團之持續參與為限確認已轉讓資產。於該情況下，本集團亦確認一項相關負債。已轉讓資產及相關負債乃按反映本集團已保留之權利及責任之基礎計量。

就已轉讓資產作出擔保形式之持續參與乃按該資產之原賬面值與本集團可能須償還之最高代價金額之較低者計量。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Financial liabilities****Initial recognition and measurement**

Financial liabilities are all classified, at initial recognition, as financial liabilities at amortised cost, which are recognised initially at fair value and net of directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included as finance costs in profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Investments and other financial assets — Impairment"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

3.3 重大會計政策 (續)**金融負債****首次確認及計量**

於首次確認時，金融負債均分類為按攤銷成本計量之金融負債，按公平值及扣除直接應佔交易成本作首次確認。

其後計量

首次確認後，按攤銷成本計量之金融負債其後採用實際利率法按攤銷成本計量；倘若貼現之影響並不重大，則按成本列賬。收益及虧損於負債取消確認時及透過實際利率攤銷過程在損益內確認。

攤銷成本計及收購之任何折讓或溢價後計算，並包括屬實際利率組成部分之費用或成本。實際利率攤銷計入損益中之融資成本內。

取消確認

一項金融負債於負債項下之責任獲解除或取消或屆滿時取消確認。

當一項現有金融負債獲同一貸款人以大致不相同條款之另一負債所取代，或一項現有負債之條款經大幅修訂，該項交換或修訂應被視為原負債之取消確認及一項新負債之確認，而有關賬面值間之差額乃於損益內確認。

財務擔保合約

本集團作出的財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具的條款償還到期款項而招致損失的合約。財務擔保合約首次按其公平值確認為一項負債，並就作出該擔保直接產生的交易成本作出調整。於首次確認後，本集團按如下的較高者計量財務擔保合約：(i)根據「投資及其他金融資產 — 減值」所載政策釐定之預期信貸虧損撥備；及(ii)首次確認金額減(如適用)已確認累計收入金額。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Shares held under a share award scheme

Own equity instruments which are reacquired from the market and held by the Company or the Group (treasury shares) under the share award scheme of the Company are recognised directly in equity at cost. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Upon exercise of share awards, the related costs of the vested awarded shares repurchased from the market and shares acquired from reinvesting dividends received on the awarded shares are credited to the shares held under the share award scheme account, with a corresponding decrease in the share-based compensation reserve for the awarded shares.

For vesting of forfeited or unallocated shares regranted, the related costs of the forfeited or unallocated shares regranted are credited to the shares held under the share award scheme account, and the related fair value of the shares regranted are debited to the share-based compensation reserve. The difference between the cost and the fair value of the shares regranted is credited to the share premium account if the fair value is higher than the cost or debited against retained profits if the fair value is less than the cost.

Cash and cash equivalents

Cash and cash equivalent in the statement of financial position comprise cash on hand and at bank, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value, and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3.3 重大會計政策 (續)

抵銷金融工具

倘目前存在可執行之法律權力抵銷已確認金額，且計劃以淨額基準結算或同時變現資產及償付負債，方會抵銷金融資產及金融負債並在綜合財務狀況表內呈報有關淨額。

根據股份獎勵計劃持有的股份

由本公司或本集團根據本公司股份獎勵計劃在市場上重新購入及持有的自身股本工具(庫存股份)乃按成本直接於權益中扣除。並無購回、出售、發行或註銷本集團自身股本工具的收益或虧損於損益內確認。

行使股份獎勵後，從市場上購回的已歸屬獎勵股份及就獎勵股份所收取股息的再投資中收購的股份的相關成本，記入根據股份獎勵計劃賬目下持有的股份，而股份報酬儲備已就獎勵股份相應減少。

就重新授出的已沒收或未分配股份的歸屬而言，重新授出的已沒收或未分配股份的相關成本記入根據股份獎勵計劃賬目下持有的股份，而重新授出股份的相關公平值於股份報酬儲備內扣除。倘重新授出股份的公平值高於成本，則其成本與公平值的差額記入股份溢價賬，而倘公平值低於成本，兩者之差額於保留溢利中扣除。

現金及與現金等值項目

財務狀況表內的現金及與現金等值項目包括手持及銀行現金，以及可隨時轉換為可知數額現金、價值改變風險不大的短期高流動性存款，該等存款一般於三個月內到期，乃為應付短期現金承擔而持有。

就綜合現金流量表而言，現金及與現金等值項目包括手持及銀行現金，以及上文所界定的短期存款，減須按要求償還並構成本集團現金管理組成部分的銀行透支。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Provisions**

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included as finance costs in profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above; and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

3.3 重大會計政策 (續)**撥備**

倘因過往事件產生現有責任(法定或推定)及日後可能需要有資源流出以履行責任，則確認撥備，惟必須能可靠估計責任所涉及之金額。

倘貼現之影響屬重大時，所確認之撥備金額為預期須支付有關責任之未來支出於報告期末之現值。因時間流逝而導致貼現值增加之金額，乃計入損益表內融資成本中。

於業務合併中，或然負債首次按公平值計量。其後，其按以下較高者計量：(i)根據上述普遍撥備政策應予確認之金額；及(ii)已首次確認之金額減(如適用)根據收益確認政策確認之收入金額。

所得稅

所得稅包括即期稅項及遞延稅項。與在損益以外確認項目有關之所得稅乃在損益以外確認，即在其他全面收益或直接在股本中確認。

即期稅項資產及負債乃根據於報告期末前已頒佈或實際已頒佈之稅率(及稅務法例)，並經考慮本集團經營業務所在國家之現行詮釋及慣例後，按預期可向稅務機關收回或支付予稅務機關之數額計算。

遞延稅項就於報告期末資產及負債之稅項基準及其於財務申報中之賬面值之所有暫時性差額以負債法作出撥備。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Income tax (Continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, joint operations, joint ventures and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, joint operations, joint ventures and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

3.3 重大會計政策 (續)

所得稅 (續)

所有應課稅暫時性差額均被確認為遞延稅項負債，除非：

- 遞延稅項負債從首次確認商譽或一項交易（該交易並非為企業合併）之資產或負債時產生，及於進行交易時，不對會計盈利或應課稅盈利或虧損構成影響，且不會產生等額的應課稅及可扣減暫時性差額；及
- 有關於附屬公司、合營業務、合營公司及聯營公司之投資所產生之應課稅暫時性差額，除非可控制撥回暫時性差額之時間及暫時性差額於可預見之將來可能不會撥回。

所有可被扣減之暫時性差額及未被動用之稅項抵免與任何未被動用之稅務虧損之結轉均被確認為遞延稅項資產。遞延稅項資產以可能產生足夠應課稅盈利抵扣可扣減暫時性差額為限確認，而結轉未被動用之稅項抵免及稅務虧損可予動用，除非：

- 與可扣減暫時性差額有關之遞延稅項資產從首次確認一項（該交易並非為企業合併）之資產或負債產生，及於進行交易時，並不對會計盈利或應課稅盈利或虧損構成影響，且不會產生等額的應課稅及可扣減暫時性差額；及
- 有關從附屬公司、合營業務、合營公司及聯營公司之投資產生之可扣減暫時性差額，遞延稅項資產以可能出現之暫時性差額於可預見之將來可撥回及有可動用應課稅盈利抵扣所動用暫時性差額時予以確認。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Income tax** (Continued)

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

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Revenue recognition**Revenue from contracts with customers**

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

3.3 重大會計政策 (續)**所得稅** (續)

遞延稅項資產之賬面值於各報告期末檢討，並扣減至當不再可能有足夠應課稅盈利讓所有或部分遞延稅項資產被動用為止。未被確認之遞延稅項資產乃於各報告期末重新評估及在已可能有足夠應課稅盈利讓所有或部分遞延稅項資產被收回時確認。

遞延稅項資產及負債以該期間(當資產被變現或負債被清還時)預期之適用稅率計量，根據於報告期末前已頒佈或實際已頒佈之稅率(及稅務法例)計算。

只有在本集團具有依法可強制執行的權利抵銷即期稅項資產和即期稅項負債，且遞延稅項資產和遞延稅項負債涉及同一稅務機關對同一應評稅實體或對擬按淨額基準結算即期稅項負債和資產或同時變現資產和清償負債的不同應評稅實體徵收的所得稅時，才能在預期清償或收回大額遞延稅項負債或資產的各未來期間抵銷遞延稅項資產和遞延稅項負債。

收益確認**來自客戶合約之收益**

當貨品或服務的控制權按能反映本集團預期就交換該等貨品或服務而可收取的代價的金額轉讓予客戶時，會確認來自客戶合約之收益。

當合約中之代價包含可變金額時，將估計本集團有權就交換將該等貨品或服務轉移至客戶而收取之代價金額。可變代價乃於合約開始時作出估計並受到約束，直至與可變代價相關之不明朗因素其後得以解決，已確認累計收益很可能不會發生重大收益撥回為止。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

(a) Construction work

Revenue from construction work is recognised over time, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

Revenue from construction work is recognised by reference to the progress towards complete satisfactory of that performance obligation. The progress towards complete satisfactory of the performance obligation is measured based on methods that best depicts the Group's performance in satisfying the performance obligation either direct measurements of the value of services delivered or the Group's efforts or inputs to the satisfaction of the performance obligation relative to the total expected efforts or inputs.

Claims to customers are amounts that the Group seeks to collect from the customers as reimbursement of costs and margins for scope of works not included in the original construction contract. Claims are accounted for as variable consideration and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. The Group uses the most likely amount method to estimate the amounts of claims because this method best predicts the amount of variable consideration to which the Group will be entitled.

3.3 重大會計政策 (續)

收益確認 (續)

來自客戶合約之收益 (續)

當合約包含融資部分，其在將貨品或服務轉移至客戶方面為客戶提供重大融資利益超過一年時，收益會按以本集團與客戶於合約開始時進行的個別融資交易中所反映貼現率貼現的應收款項現值計量。當合約包含融資部分，為本集團提供重大財務利益超過一年時，會根據該合約確認的收益包括按實際利率法計算合約負債產生的利息開支。就客戶付款與承諾貨品或服務轉移之間的時間期限為一年或以內之合約而言，交易價格不會根據香港財務報告準則第15號所提供之可行的權宜方法就重大融資部分之影響作出調整。

(a) 建築工程

由於本集團之履約行為會創造或增加了客戶在資產創造或增加了所控制之資產，故建築工程之收益隨時間而確認。

建築工程之收益乃參照完成該履約責任的進度而確認。完成履約責任的進度乃基於最能描述本集團履行履約責任之情況的方法而計量，即直接計量所提供之服務的價值或本集團為履行履約責任所做的努力或投入。

向客戶提出之索償乃本集團尋求向客戶收取之金額，作為原建築合約以外工程範圍之成本及利潤之補償款項。索償乃作為可變代價列賬並受到約束，直至與可變代價相關之不明朗因素其後得以解決，已確認累計收益很可能不會發生重大收益撥回為止。本集團使用最可能金額法估計索償金額，乃由於此方法最能預測本集團將有權獲得之可變代價金額。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

- (b) *Rendering of construction-related consultancy services*
Revenue from the rendering of construction-related consultancy services is recognised over time upon the completion of performance obligations.
- (c) *Sale of goods*
Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer.
- (d) *Rendering of security, tunnel management, property management and other facility management services*
Revenue from the rendering of services is recognised over the scheduled period on the straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

Revenue from other sources

- (a) *Rental income*
Rental income is recognised on the straight-line basis over the lease terms.
- (b) *Interest income*
Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.
- (c) *Dividend income*
Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.
- (d) *Guarantee income*
Guarantee income is recognised on the straight-line basis over the guarantee period.

3.3 重大會計政策 (續)

收益確認 (續)

來自客戶合約之收益 (續)

- (b) *提供建築相關諮詢服務*
提供建築相關諮詢服務之收益乃於履行履約責任隨時間確認。
- (c) *銷售貨品*
銷售貨品之收益乃於資產控制權轉移至客戶之時間點確認。
- (d) *提供保安、隧道管理、物業管理及其他設施管理服務*
提供服務之收益乃於計劃年內以直線法基準確認，因為客戶同時接收及消耗本集團所提供的利益。

其他來源之收益

- (a) *租金收入*
租金收入乃於租期以直線法基準確認。
- (b) *利息收入*
利息收入乃以應計方式按金融工具之估計年期(或較短期間，倘適用)使用實際利率法將日後估計之現金收入準確折扣計算金融資產之賬面淨值而確認。
- (c) *股息收入*
股息收入乃於股東收取付款之權利確立後，與股息相關之經濟利益很可能會流入本集團，且股息金額能夠可靠地計量時確認。
- (d) *擔保收入*
擔保收入乃於擔保期以直線法基準確認。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e. transfers control of the related goods or services to the customer).

Contract costs

Costs to fulfil a contract

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged 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 asset relates. Other contract costs are expensed as incurred.

3.3 重大會計政策 (續)

合約資產

倘本集團通過於有權無條件根據合約條款收取代價前將貨品或服務轉移至客戶來履約，則會就所賺取之有條件代價確認合約資產。合約資產須進行減值評估，其詳情載於金融資產減值之會計政策。該等合約資產會於代價成為無條件時重新分類為貿易應收款項。

合約負債

於本集團轉讓相關貨品或服務前收到客戶付款或付款到期（以較早者為準）時則確認合約負債。合約負債於本集團履行合約（即向客戶轉移相關貨品或服務之控制權）時確認為收益。

合約成本

履行合約之成本

除作為存貨、物業、機器及設備及無形資產撥充資本之成本外，倘符合以下所有條件，則履行與客戶訂立之合約所產生之成本會作為一項資產撥充資本：

- (a) 成本與合約或實體可具體確定之預期合約直接相關。
- (b) 成本會產生或增加將用於履行（或持續履行）履約責任之實體資源。
- (c) 預期費用將可予以收回。

資本化合約成本乃按系統基準攤銷及自損益扣除，其符合向客戶轉移與資產相關之貨品或服務。其他合約成本則於產生時列作開支。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Contract costs** (Continued)**Costs to obtain a contract**

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with customer that it would not have incurred if the contract had not been obtained. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. The incremental costs of obtaining a contract are charged 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 asset relates. Other costs of obtaining a contract are expensed when incurred.

Share-based payments**Share award scheme**

The Group operates a share award scheme for the purposes of providing incentives for employees to achieve performance goals and aligning the interests of employees directly with those of the shareholders of the Company through ownership of shares of the Company.

The amount to be expensed as share-based compensation expenses is determined by reference to the fair value of the share awards granted, taking into account all non-vesting conditions associated with the grants. The total expense is recognised over the relevant vesting periods (or on the grant date if the shares vest immediately), with a corresponding credit to the share-based compensation reserve under equity.

For those share awards which are amortised over the vesting periods, the Group revises its estimates of the number of awarded shares that are expected to ultimately vest based on the vesting conditions at the end of each reporting period. Any resulting adjustment to the cumulative fair value recognised in prior years is recognised in profit or loss in the current year, with a corresponding adjustment to the share-based compensation reserve.

3.3 重大會計政策 (續)**合約成本** (續)**獲得合約的成本**

獲得合約的成本增加部分是本集團與客戶訂立合約所產生的成本，倘未能獲得合約，則不會產生該等成本。倘成本與收益相關（將於未來報告期確認）且預計可收回成本，則以獲得合約的成本增長部分於產生時予以撥充資本。獲得合約的成本增加部分按系統基準計入損益內，其符合向客戶轉移與資產相關之貨品或服務。獲得合約的其他成本於產生時計入費用。

以股份為基礎付款**股份獎勵計劃**

本集團實行股份獎勵計劃，以向僱員提供達到表現目標的激勵及令僱員利益透過擁有本公司股份直接與本公司股東利益一致的目標。

作為以股份為基礎支付的酬金開支所支銷的金額乃經參考所授出股份獎勵的公平值並計及所有與授出相關的非授予條件而釐定。總開支於有關歸屬期內（或倘股份即時歸屬，則於授出當日）確認，並相應記入權益項下之股份報酬儲備。

就於歸屬期攤銷的股份獎勵而言，本集團於各報告期末修訂其預期最終會根據歸屬條件歸屬的獎勵股份數目的估計數目。因而對過往年度確認的累計公平值的任何調整於本年度損益中確認，並對股份報酬儲備作出相應調整。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Share option scheme

The Company operates a share option scheme. Employees (including directors of the Company) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial option pricing model, further details of which are given in note 35 to the financial statements.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

3.3 重大會計政策 (續)

以股份為基礎付款 (續)

購股權計劃

本公司執行購股權計劃。本集團之僱員(包括本公司董事)以股份為基礎付款方式獲取報酬，而僱員提供之服務則作為股本工具之代價(「股本結算交易」)。

授予僱員之股本結算交易之成本，乃參考授予該股份日期之公平值計算。公平值乃由外部估值師使用二項式購股權定價模式釐定，進一步詳情於財務報表附註35披露。

就股本結算交易之成本，連同相應之股本增加，乃按業績表現及／或服務之條件獲履行之期間在僱員福利開支內確認入賬。就股本結算交易於各報告期末確認直至生效日期為止之累計開支，反映生效期之屆滿及本集團就最終將予生效之股本工具數目作出之最佳估計予以確認。在某一期間之損益扣除或計入之數額，為該期間之期初及期末確認之累計開支之變動。

釐定獎勵獲授當日之公平值時，並不計及服務及非市場績效條件，惟在有可能符合條件的情況下，則評估為本集團對最終將會賦予股本工具數目最佳估計之一部分，市場績效條件反映於獎勵獲授當日之公平值。獎勵之任何其他附帶條件(但不帶有服務要求)視作非賦予條件。非賦予條件反映於獎勵之公平值，除非同時具服務及／或績效條件，否則獎勵即時開銷。

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3.3 MATERIAL ACCOUNTING POLICIES *(Continued)***Share-based payments** *(Continued)***Share option scheme** *(Continued)*

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

Upon exercise of share options, the resulting shares issued are recorded by the Company as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded by the Company in the share premium account. In addition, at the time when the share options are exercised, the amount previously recognised in the share-based compensation reserve will be transferred to the share premium account.

Share options which are cancelled prior to their exercise date or lapse are deleted from the register of outstanding options. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in the share-based compensation reserve will be transferred to retained profits as a movement in reserves.

The dilutive effect of outstanding share options is reflected as additional share dilution in the computation of earnings per share.

3.3 重大會計政策 *(續)***以股份為基礎付款** *(續)***購股權計劃** *(續)*

由於非市場績效及／或服務條件未達成而最終並無生效之獎勵不會確認為開支。倘獎勵包括一項市場或非歸屬條件，則有關交易視作歸屬，而無論有關市場或非歸屬條件是否已達成，惟所有其他績效及／或服務條件已達成。

倘股本結算獎勵之條款經修訂，所確認之開支須最少達到猶如條款未經修訂之水平（如已達到獎勵之原本條款）。此外，倘按修訂日期計算，任何修訂將使以股份為基礎付款之公平值總額增加，或對僱員帶來其他利益，則應就修訂確認開支。

倘股本結算獎勵被註銷，應被視為已於註銷日期生效，並即時確認獎勵之任何尚未確認開支。此包括於本集團或僱員控制範圍內非生效條件未獲達成之任何獎勵。然而，倘一新獎勵替代已註銷之獎勵，且於授予日期指定為替代獎勵，則如前段所述，已註銷及新獎勵均應被視為原獎勵之修訂。

於行使購股權時，本公司將所涉及之已發行股份按股份面值入賬列為額外股本，本公司亦會將每股行使價高於股份面值之款額計入股份溢價賬內。此外，於購股權行使時，先前於股份報酬儲備確認之款項將轉撥至股份溢價賬。

在行使日期前註銷或失效之購股權均自尚未行使購股權之名冊中剔除。倘購股權於歸屬日期後遭沒收或於屆滿日期仍未行使，則先前於股份報酬儲備確認之款項將轉撥至保留溢利作為儲備之變動。

未行使之購股權之攤薄影響，於計算每股盈利時反映為額外股份攤薄。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Share-based payments (Continued)

Other share-based payment transactions

Certain employees of the Group received remuneration in the form of a share-based payment provided by the Group, whereby the employees agreed to render services for a three-year period to the Group in exchange for acquiring a certain percentage of equity interest in a subsidiary of the Group at a below-market price (the “equity-settled transaction”).

The cost of the equity-settled transaction is measured at the fair value of the equity interest of the subsidiary acquired less the consideration paid and payable by the employee. The cost of the equity-settled transaction is recognised as an employee benefit expense, together with a corresponding increase in equity of the subsidiary, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for the equity-settled transaction at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired. The charge to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Other employee benefits

Defined contribution plans

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme in Hong Kong (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

Defined benefit plans

Long service payment

The Group’s statutory obligation to pay long service payment is a defined benefit plan. The cost of providing benefits relating to long service payment is determined using the projected unit credit actuarial valuation method. The liability recognised in the consolidated statement of financial position in respect of long service payment is the net obligation, representing the present value of the future long service payment benefits reduced by entitlements from accrued benefits arising from MPF contributions made by the Group.

3.3 重大會計政策 (續)

以股份為基礎付款 (續)

其他以股份為基礎付款之交易

本集團若干僱員通過本集團提供之以股份為基礎付款之方式收取薪酬，據此，該等僱員同意向本集團提供為期三年的服務，以按低於市場之價格取得本集團一間附屬公司若干百分比之股權（「股本結算交易」）。

股本結算交易之成本按所取得之附屬公司股權之公平值減僱員支付及應付之代價計量。就股本結算交易之成本，連同附屬公司股本之相應增加，乃按績效及／或服務之條件獲履行之期間確認為僱員福利開支。就股本結算交易於各報告期末確認直至歸屬日期為止之累計支出，反映歸屬期屆滿之程度。在某一期間之損益扣除之數額為該期間之期初及期末確認之累計開支之變動。

其他僱員福利

定額供款計劃

本集團根據香港強制性公積金計劃條例於香港執行定額供款強制公積金退休計劃（「強積金計劃」）予合資格參與強積金計劃之僱員。供款乃按參與計劃之僱員獲得之基本薪金之某百分比而作出，並根據強積金計劃之規則於應付時於損益中扣除。強積金計劃之資產與本集團之資產乃分開保存，由獨立管理基金持有。本集團所作之僱主供款於向強積金計劃供款時悉數歸予僱員。

定額福利計劃

長期服務金

本集團支付長期服務金的法定責任為一項定額福利計劃。提供長期服務金相關福利時，成本以預期單位福利精算估值法釐定。綜合財務狀況表內就長期服務金確認的負債為責任淨額，即未來長期服務金福利的現值減去本集團所作強積金供款產生之累計福利權益。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)**Other employee benefits** (Continued)**Defined benefit plans** (Continued)*Long service payment* (Continued)

Remeasurements, comprising actuarial gains and losses, and investment returns associated with the MPF employer contributions and other experience adjustments (excluding amounts included in net interest on the net defined benefit liability), are debited or credited to equity in other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earlier of:

- the date of the plan amendment or curtailment; and
- the date that the Group recognises restructuring-related costs

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Group recognises the following changes in the net defined benefit obligations under “cost of sales” and “administrative expenses” in the consolidated statement of profit or loss by function:

- service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- net interest expense or income

Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale.

Borrowing costs directly attributable to the activity of a construction contract are included as part of the contract costs.

All other borrowing costs are expensed in the period in which they are incurred.

3.3 重大會計政策 (續)**其他僱員福利** (續)**定額福利計劃** (續)*長期服務金* (續)

重新計量(包括精算收益及虧損)、強積金僱主供款涉及的投資回報和其他經驗調整(不包括計入定額福利負債淨額之淨利息的款項)，於產生期間自其他全面收益內的權益扣除或計入其他全面收益內的權益。重新計量不會於往後期間重新分類至損益。

過往服務成本於下列日期之較早者於損益確認：

- 修訂或縮減計劃的日期；及
- 本集團確認重組相關成本的日期

淨利息以定額福利負債淨額的貼現率計算。本集團按功能於綜合損益表內「銷售成本」及「行政開支」項下確定定額福利責任淨額的下列變動：

- 服務成本，包括當下服務成本、過往服務成本、縮減或非經常結算的收益及虧損
- 淨利息開支或收入

借款成本

借款成本包括實體就借入資金產生之利息及其他成本。

收購、興建或生產合資格資產(即需要一段頗長期間始能達致其擬定用途或出售之資產)直接應佔之借款成本乃計入成本賬作為該等資產成本之一部分。當該等資產大致可作其擬定用途或出售時，借款成本將停止計入成本賬內。

建築合約活動直接應佔借款成本計為合約成本一部分。

所有其他借款成本已於產生之期間內支銷。

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3.3 MATERIAL ACCOUNTING POLICIES (Continued)

Dividends

Final dividends are recognised as a liability when they have been approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

These financial statements are presented in Hong Kong dollar, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on a change in fair value of the item (i.e. translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

3.3 重大會計政策 (續)

股息

末期股息於已獲股東在股東大會上批准時確認為負債。建議末期股息於財務報表附註披露。

由於本公司組織章程大綱及章程細則授予董事派付中期股息的權力，因此同時建議及宣派中期股息。因此，中期股息於建議及宣派時即時確認為負債。

外幣

此等財務報表乃以本公司的功能貨幣港元列報。本集團內每個實體均自行決定其功能貨幣，而每個實體的財務報表所包含的項目均採用該功能貨幣計量。本集團旗下實體所記錄的外幣交易最初以交易當日的各功能貨幣匯率記錄。以外幣計算的貨幣資產及負債按報告期末的功能貨幣匯率換算。貨幣項目結算或換算產生的差額於損益內確認。

結算或換算貨幣項目的差額於損益表確認，惟特定作本集團海外業務投資淨額對沖部分的貨幣項目則除外。此等項目於其他全面收入內確認入賬，直至出售投資淨額為止，此時，累計金額會重新分類至損益表。因該等貨幣項目的匯兌差額錄得的稅項開支及抵免亦於其他全面收入內入賬。

以外幣歷史成本計量的非貨幣項目採用首次交易日期的匯率換算。以外幣公平值計量的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目交易所產生的收益或虧損與確認該項目公平值變動的盈虧的處理方法一致（即於其他全面收益或損益內確認公平值盈虧的項目的換算差額，亦分別於其他全面收益或損益內確認）。

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3.3 MATERIAL ACCOUNTING POLICIES *(Continued)***Foreign currencies** *(Continued)*

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain subsidiaries, joint venture and associates established in the PRC and overseas are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their profits or losses are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation is treated as an assets of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of certain subsidiaries established in the PRC and overseas are translated into Hong Kong dollars at the exchange rates prevailing at the dates of the cash flows. Frequently recurring cash flows of these subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3.3 重大會計政策 *(續)***外幣** *(續)*

於釐定首次確認與預付代價相關之非貨幣資產或非貨幣負債於取消確認時的有關資產、開支或收入之匯率時，首次交易日期為本集團首次確認因預付代價產生之非貨幣資產或非貨幣負債之日期。倘存在多筆預付款項或預收款項，則本集團會釐定每筆預付款項或預收款項之交易日期。

若干於中國及海外成立的附屬公司、合營公司及聯營公司的功能貨幣為港元以外的貨幣。於報告期末，該等實體的資產與負債按報告期末的現行匯率換算為港元，而損益則按近似於交易日期現行匯率換算為港元。所產生的匯兌差額於其他全面收益內確認，並累計計入外匯波動儲備，但倘差額源自非控股權益，則不在此限。於出售海外業務時，與該特定海外業務有關的儲備累計金額於損益確認。

收購海外業務產生的任何商譽被視為海外業務的資產及按收市匯率換算。

就綜合現金流量表而言，若干於中國及海外成立的附屬公司的現金流量乃按現金流量當日的匯率換算為港元。年內該等海外附屬公司頻繁產生的現金流量乃按本年度的加權平均匯率換算為港元。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

The major judgements, estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements and have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities in the future are set out below:

Construction contracts

Revenue is recognised over the period of the contract by reference to the progress towards completion of that performance obligation. The progress is determined based on direct measurements of the value of services delivered or surveys on the performance or work completed to date or latest available financial budgets of the construction contract with reference to the overall performance of the construction contract, and management's best estimates and judgements. In developing the financial budget of a construction contract, construction revenue is estimated in accordance with the terms set out in the relevant contract. Because of the nature of the construction industry, management will make adjustments, where appropriate, to the amounts of construction revenue based on regular review of contract work progress, costs to complete the contracts, the financial impact of contract variations, claims, potential liquidated damages, and estimated construction revenue.

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

4. 關鍵會計判斷及估計

管理層編製本集團之財務報表時，須作出會影響收益、支出、資產及負債之呈報金額及其隨同披露，以及或然負債披露之判斷、估計及假設。有關假設及估計之不確定因素可導致管理層須就未來受影響之資產或負債賬面值作出重大調整。

對財務報表所確認金額具有極重大影響及導致資產及負債賬面值於未來出現重大調整之重大風險之主要判斷、估計及假設載列如下：

建築合約

收益乃參照完成該履約責任的完成進度於合約期內確認。進度乃基於對所提供服務之價值的直接計量或對迄今為止所完成的履約或工程的測量或參考建築合約之整體表現而獲得的建築合約之最近可得財政預算，以及管理層之最佳估計及判斷而釐定。在得出建築合約之財政預算時，估計建築收益乃根據相關合約所載之條款釐定。由於建築行業之性質使然，管理層將根據定期檢討合約工程進度、完成合約的成本、合約修改、索償、潛在延期賠償之財務影響及估計建築收益對建築收益之金額作出調整（如適用）。

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

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Determining the method to estimate variable consideration and assessing the constraint for construction work

The Group seeks to collect claims from customers as reimbursement of costs and margins for scope of works not included in the original construction contract, which give rise to variable consideration. The Group has determined that the most likely amount method is the appropriate method to use in estimating the variable consideration for claims in construction work, given there is a wide range of possible outcomes which are subject to negotiations with third parties.

Before including any amount of variable consideration in the transaction price, the Group considers whether the amount of variable consideration is constrained by considering its historical experience, current negotiations with customers and the current economic conditions.

Determination of net realisable value of land held for property development

Land held for property development are stated at the lower of cost and net realisable value. The net realisable value is the estimated selling price (based on the direct comparison method) less estimated selling expenses and estimated cost of completion (if any), which are determined based on best available information and valuation performed by independent professional valuers. Where there are any unfavourable changes in the estimated selling price, estimated selling expenses and/or estimated cost of completion arising from any changes to the property market conditions in Hong Kong and the UAE, loss may be recognised in profit or loss of the Group.

4. 關鍵會計判斷及估計 (續)

釐定估算可變代價及評估建築工程限制之方法

本集團會尋求向客戶收取索償款項，作為原建築合約以外工程範圍之成本及利潤之補償款項，因而會產生可變代價。鑑於存在多種需要與第三方磋商之可能結果，故本集團釐定預期價值法乃用於估算建築服務索償可變代價之適當方法。

於將任何數額之可變代價納入交易價格之前，本集團會計及其過往經驗、與客戶之當前磋商情況及當前經濟狀況，考慮可變代價之金額是否受到限制。

釐定持作物業發展之土地之可變現淨值

持作物業發展之土地乃按成本或可變現淨值（以較低者為準）入賬。可變現淨值乃以估計售價（按直接比較法計算）減估計銷售開支及估計竣工成本（如有）計算，並根據最可靠之資料及獨立專業估值師作出之估值釐定。倘香港及阿聯酋之物業市場狀況發生任何改變導致估計售價、估計銷售開支及／或估計竣工成本出現不利變動，可能會於本集團損益內確認虧損。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the recoverable amount of the cash-generating unit (or group of cash-generating units) to which the goodwill is allocated. Estimating the recoverable amount requires the Group to make an estimate of the expected future cash flows from the cash-generating unit (or group of cash-generating units) and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill carried as an asset in the consolidated statement of financial position as at 31 March 2025 was HK\$216,452,000 (2024: HK\$194,485,000), details of which are set out in note 17 to the financial statements.

Income tax

At 31 March 2025, deferred tax assets of HK\$17,251,000 (2024: HK\$17,251,000) in relation to unused tax losses have been recognised in the consolidated statement of financial position whereas a deferred tax asset has not been recognised in respect of tax losses of HK\$1,956,907,000 (2024: HK\$1,370,838,000) as at 31 March 2025 due to the unpredictability of future profit streams (note 32(a)). The realisability of the deferred tax assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less or more than expected, a material reversal or further recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or recognition takes place.

4. 關鍵會計判斷及估計 (續)

商譽減值

本集團每年至少進行一次評估以釐定商譽是否減值。這要求對獲分配商譽之現金產生單位(或現金產生單位組別)之可收回金額進行估計。本集團須評估其現金產生單位(或現金產生單位組別)預期未來現金流量以估計可收回金額，並選擇合適的貼現率作為計算該等現金流量的現值。於2025年3月31日之綜合財務狀況表內列賬為資產之商譽賬面值為216,452,000港元(2024年：194,485,000港元)，有關詳情載於財務報表附註17。

所得稅

於2025年3月31日，綜合財務狀況表中已確認與未使用稅項虧損有關之遞延稅項資產17,251,000港元(2024年：17,251,000港元)，而於2025年3月31日，由於未能預測未來溢利之來源，故並無就1,956,907,000港元(2024年：1,370,838,000港元)之稅項虧損確認為遞延稅項資產(附註32(a))。變現遞延稅項資產主要視乎日後有否足夠的未來溢利或應課稅暫時性差額而定。倘實際產生之未來溢利少於或多於預期，則可能引致對遞延稅項資產作重大撥回或進一步確認，並於撥回或確認發生期間於損益內確認。

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5. OPERATING SEGMENT INFORMATION

For management purposes, the Group's operating businesses are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments.

The chief operating decision maker of the Group has been identified as the executive directors of the Company and certain senior management (collectively referred to as the "CODM"). For the purpose of performance assessment and resource allocation by the CODM, the Group's business activities are categorised under the following five reportable operating segments:

- Construction services — provision of construction and consultancy services in areas of civil engineering, electrical and mechanical engineering, foundation and building construction mainly in Hong Kong
- Property development and assets leasing — development and sale of properties, and leasing of assets in Hong Kong, Mainland China and the UAE
- Professional services — provision of security, tunnel management, property management and other facility management services in Hong Kong
- Non-franchised bus services — provision of non-franchised bus services in Hong Kong
- Medical technology and healthcare — production and sale of PET radiopharmaceuticals for medical use in Hong Kong

Segment revenue and results

Segment results represent the profit generated from each segment, net of administrative expenses directly attributable to each segment without allocation of corporate expenses, interest income, gain on disposal of non-current assets classified as held for sale, non-lease-related finance costs and interest on unallocated lease liabilities. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

5. 經營分部資料

就管理目的而言，本集團的經營業務乃按其營運性質及所提供產品和服務分開組織及管理。本集團旗下各經營分部均為提供產品和服務的策略業務單位，各產品和服務所承受風險及回報有別於其他經營分部。

本集團之主要營運決策者為本公司執行董事及若干高級管理層（統稱為「主要營運決策者」）。就主要營運決策者評估表現及分配資源而言，本集團之業務活動分類為以下五個可呈報經營分部：

- 建築服務 — 主要在香港提供土木工程、機電工程、地基及樓宇建築方面之工程及諮詢服務
- 物業發展及資產租賃 — 在香港、中國內地及阿聯酋進行發展及出售物業以及租賃資產
- 專業服務 — 在香港提供保安、隧道管理、物業管理及其他設施管理服務
- 非專營巴士服務 — 在香港提供非專營巴士服務
- 醫療科技與健康 — 在香港生產及銷售正電子掃描放射性藥物以作醫療用途

分部收益及業績

分部業績指各分部所產生之溢利，經扣除各分部直接應佔之行政開支，而並無分配企業開支、利息收入、出售分類為持作銷售之非流動資產之收益、非租賃相關的融資成本及未分配租賃負債之利息。此為向主要營運決策者就資源分配及表現評核作報告之計量基準。

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5. OPERATING SEGMENT INFORMATION

(Continued)

Segment revenue and results (Continued)

The following is an analysis of the Group's revenue and results by reportable operating segment:

Year ended 31 March 2025

5. 經營分部資料 (續)

分部收益及業績 (續)

本集團按可呈報經營分部劃分之收益及業績分析如下：

截至2025年3月31日止年度

		Construction services 建築服務 HK\$'000 千港元	Property development and assets leasing 物業發展及 資產租賃 HK\$'000 千港元	Professional services 專業服務 HK\$'000 千港元	Non- franchised bus services 非專營 巴士服務 HK\$'000 千港元	Medical technology and healthcare 醫療科技 與健康 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Segment revenue (note 6):	分部收益(附註6)：						
Sales to external customers	向外部客戶銷售	7,883,245	-	1,125,841	-	45,920	9,055,006
Intersegment sales	分部間銷售	-	-	6,333	-	-	6,333
		7,883,245	-	1,132,174	-	45,920	9,061,339
Reconciliation:	對賬：						
Elimination of intersegment sales	分部間銷售之抵銷						(6,333)
							9,055,006
Segment results	分部業績	52,399	(26,953)	15,639	6,674	11,578	59,337
Interest income	利息收入						26,619
Corporate and other unallocated expenses	企業及其他未分配開支						(103,846)
Finance costs (other than interest on segment lease liabilities)	融資成本(分部之租賃負債利息除外)						(211,823)
Loss before tax	除稅前虧損						(229,713)
Income tax	所得稅						(26,225)
Loss for the year	本年度虧損						(255,938)
Other segment information:	其他分部資料：						
Share of loss of a joint venture	應佔一間合營公司虧損	(470)	-	-	-	-	(470)
Share of profits and losses of associates	應佔聯營公司溢利及虧損	4,398	12,206	-	6,674	-	23,278
Depreciation of property, plant and equipment	物業、機器及設備之折舊	(24,597)	(1,484)	(4,098)	-	(1,046)	(31,225)
Depreciation of right-of-use assets	使用權資產之折舊	(24,649)	(4,693)	(6,007)	-	(1,894)	(37,243)
Amortisation of intangible assets — unallocated assets	無形資產之攤銷—未分配資產						(370)
(Loss)/gain on disposal of property, plant and equipment, net	出售物業、機器及設備之(虧損)/收益淨額	(6,247)	-	3,359	-	-	(2,888)
Gain on disposal of a right-of-use asset	出售一項使用權資產之收益	75	-	-	-	-	75
Impairment of other receivables	其他應收款項之減值	-	(30,824)	-	-	-	(30,824)

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31 March 2025
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5. OPERATING SEGMENT INFORMATION

(Continued)

Segment revenue and results (Continued)

Year ended 31 March 2024

5. 經營分部資料 (續)

分部收益及業績 (續)

截至2024年3月31日止年度

		Construction services 建築服務 HK\$'000 千港元	Property development and assets leasing 物業發展及 資產租賃 HK\$'000 千港元	Professional services 專業服務 HK\$'000 千港元	Non- franchised bus services 非專營 巴士服務 HK\$'000 千港元	Medical technology and healthcare 醫療科技 與健康 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Segment revenue (note 6):	分部收益 (附註6) :						
Sales to external customers	向外部客戶銷售	7,886,708	-	852,700	-	39,609	8,779,017
Intersegment sales	分部間銷售	-	-	5,662	-	-	5,662
		7,886,708	-	858,362	-	39,609	8,784,679
Reconciliation:	對賬:						
Elimination of intersegment sales	分部間銷售之抵銷						(5,662)
							8,779,017
Segment results	分部業績	306,178	(12,793)	(27,000)	5,400	10,632	282,417
Interest income	利息收入						20,239
Gain on disposal of non-current assets classified as held for sale	出售分類為持作銷售之非流動資產之收益						81,855
Corporate and other unallocated expenses	企業及其他未分配開支						(88,887)
Finance costs (other than interest on segment lease liabilities)	融資成本 (分部之租賃負債利息除外)						(197,828)
Profit before tax	除稅前溢利						97,796
Income tax	所得稅						(11,982)
Profit for the year	本年度溢利						85,814
Other segment information:	其他分部資料:						
Share of loss of a joint venture	應佔一間合營公司虧損	(5,093)	-	-	-	-	(5,093)
Share of profits and losses of associates — unallocated assets	應佔聯營公司溢利及虧損 — 未分配資產	2,507	8,245	-	5,400	-	16,152
							(367)
							15,785
Depreciation of property, plant and equipment*	物業、機器及設備之折舊*	(29,553)	(1,524)	(5,625)	-	(1,118)	(37,820)
Depreciation of right-of-use assets*	使用權資產之折舊*	(21,988)	(4,693)	(7,791)	-	(2,283)	(36,755)
Amortisation of intangible assets — unallocated assets	無形資產之攤銷 — 未分配資產						(370)
(Loss)/gain on disposal of property, plant and equipment, net	出售物業、機器及設備之 (虧損)/收益淨額	(161)	-	1,292	-	-	1,131
Impairment of other receivables	其他應收款項之減值	-	(10,040)	-	-	-	(10,040)
Write-off of prepayments, deposits and other receivables	預付款項、按金及其他應收款項之撇賬	(8,927)	-	-	-	-	(8,927)
— unallocated assets	— 未分配資產						(5,514)
							(14,441)

* During the year ended 31 March 2024, depreciation of property, plant and equipment and depreciation of right-of-use assets included amounts of HK\$340,000 and HK\$220,000, respectively, associated with a disposal group classified as held for sale as at 31 March 2023.

* 於截至2024年3月31日止年度內，於2023年3月31日分類為持作銷售之一間出售集團相關的物業、機器及設備之折舊及使用權資產之折舊，分別為340,000港元及220,000港元。

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財務報表附註

31 March 2025
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5. OPERATING SEGMENT INFORMATION

(Continued)

Segment assets and liabilities

Information about segment assets and liabilities is not disclosed as it is not regularly reviewed by the CODM.

Geographical information

(a) Revenue from external customers

No geographical information of revenue from external customers is presented as more than 90% of revenue during each of the years ended 31 March 2025 and 2024 was derived from Hong Kong.

(b) Non-current assets

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Hong Kong	香港	674,494	650,012
Mainland China	中國內地	188,125	147,997
The UAE	阿聯酋	163,535	164,516
Other jurisdictions	其他司法權區	107,943	103,404
		1,134,097	1,065,929

The non-current asset information disclosed above is based on the locations of the assets and excludes goodwill, investment in an insurance contract, deposits and other receivables and deferred tax assets.

Information about a major customer

A summary of revenue earned from an external customer, which contributed more than 10% of the Group's revenue for each of the years ended 31 March 2025 and 2024, is set out below:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Customer A:	客戶A：		
Contribution to construction services segment	屬於建築服務分部	6,141,318	4,457,183
Contribution to professional services segment	屬於專業服務分部	493,495	282,742
		6,634,813	4,739,925

5. 經營分部資料(續)

分部資產及負債

由於主要營運決策者並非定期審閱有關分部資產及負債的資料，故不作披露。

地區資料

(a) 來自外部客戶之收益

於截至2025年及2024年3月31日止之各年度內，超過90%之收益來自香港，故來自外部客戶之收益之地區資料不作呈列。

(b) 非流動資產

上述披露之非流動資產資料乃根據資產(不包括商譽、於一項保險合約之投資、按金及其他應收款項及遞延稅項資產)所在地而作出分類。

有關一名主要客戶之資料

於截至2025年及2024年3月31日止各年度來自為本集團貢獻收益達10%以上的一名外部客戶的收益摘要載列如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

6. REVENUE

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

6. 營業額

本集團之營業額分析如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue from contracts with customers	來自客戶合約之收益	9,055,006	8,779,017

Notes:

附註：

(a) Disaggregated revenue information

(a) 營業額之分拆資料

Year ended 31 March 2025

截至2025年3月31日止年度

		Segments 分部			
		Construction services 建築服務 HK\$'000 千港元	Professional services 專業服務 HK\$'000 千港元	Medical technology and healthcare 醫療科技 與健康 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Type of goods or services	貨品或服務類型				
Construction work	建築工程	7,774,949	–	–	7,774,949
Rendering of construction-related consultancy services	提供建築相關諮詢服務	108,296	–	–	108,296
Sale of goods	銷售貨品	–	–	45,920	45,920
Rendering of security, tunnel management, property management and other facility management services	提供保安、隧道管理、物業管理及其他設施管理服務	–	1,125,841	–	1,125,841
Total revenue from contracts with customers	來自客戶合約之收益總額	7,883,245	1,125,841	45,920	9,055,006
Geographical market	地區市場				
Hong Kong	香港	7,733,559	1,125,841	45,920	8,905,320
Other jurisdictions	其他司法權區	149,686	–	–	149,686
Total revenue from contracts with customers	來自客戶合約之收益總額	7,883,245	1,125,841	45,920	9,055,006
Timing of revenue recognition	收益確認時間				
Goods transferred at a point in time	於時間點轉移貨品	–	–	45,920	45,920
Services transferred over time	隨時間轉移服務	7,883,245	1,125,841	–	9,009,086
Total revenue from contracts with customers	來自客戶合約之收益總額	7,883,245	1,125,841	45,920	9,055,006

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

6. REVENUE (Continued)

Notes: (Continued)

(a) Disaggregated revenue information (Continued)

Year ended 31 March 2024

		Segments			Total
		Construction services	Professional services	Medical technology and healthcare	
		建築服務	專業服務	醫療科技與健康	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Type of goods or services	貨品或服務類型				
Construction work	建築工程	7,781,416	–	–	7,781,416
Rendering of construction-related consultancy services	提供建築相關諮詢服務	105,292	–	–	105,292
Sale of goods	銷售貨品	–	–	39,609	39,609
Rendering of security, tunnel management, property management and other facility management services	提供保安、隧道管理、物業管理及其他設施管理服務	–	852,700	–	852,700
Total revenue from contracts with customers	來自客戶合約之收益總額	7,886,708	852,700	39,609	8,779,017
Geographical market	地區市場				
Hong Kong	香港	7,738,535	852,700	39,609	8,630,844
Other jurisdictions	其他司法權區	148,173	–	–	148,173
Total revenue from contracts with customers	來自客戶合約之收益總額	7,886,708	852,700	39,609	8,779,017
Timing of revenue recognition	收益確認時間				
Goods transferred at a point in time	於時間點轉移貨品	–	–	39,609	39,609
Services transferred over time	隨時間轉移服務	7,886,708	852,700	–	8,739,408
Total revenue from contracts with customers	來自客戶合約之收益總額	7,886,708	852,700	39,609	8,779,017

6. 營業額 (續)

附註：(續)

(a) 營業額之分拆資料 (續)

截至2024年3月31日止年度

		Segments			Total
		Construction services	Professional services	Medical technology and healthcare	
		建築服務	專業服務	醫療科技與健康	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Type of goods or services	貨品或服務類型				
Construction work	建築工程	7,781,416	–	–	7,781,416
Rendering of construction-related consultancy services	提供建築相關諮詢服務	105,292	–	–	105,292
Sale of goods	銷售貨品	–	–	39,609	39,609
Rendering of security, tunnel management, property management and other facility management services	提供保安、隧道管理、物業管理及其他設施管理服務	–	852,700	–	852,700
Total revenue from contracts with customers	來自客戶合約之收益總額	7,886,708	852,700	39,609	8,779,017
Geographical market	地區市場				
Hong Kong	香港	7,738,535	852,700	39,609	8,630,844
Other jurisdictions	其他司法權區	148,173	–	–	148,173
Total revenue from contracts with customers	來自客戶合約之收益總額	7,886,708	852,700	39,609	8,779,017
Timing of revenue recognition	收益確認時間				
Goods transferred at a point in time	於時間點轉移貨品	–	–	39,609	39,609
Services transferred over time	隨時間轉移服務	7,886,708	852,700	–	8,739,408
Total revenue from contracts with customers	來自客戶合約之收益總額	7,886,708	852,700	39,609	8,779,017

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
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6. REVENUE (Continued)

Notes: (Continued)

(a) Disaggregated revenue information (Continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:	計入報告期初合約負債之已確認收益：		
Construction work	建築工程	264,545	344,929
Revenue recognised from performance obligations satisfied or partially satisfied in previous periods:	因先前期間達成或部分達成履約責任而確認之收益：		
Revenue from construction work services not previously recognised due to constraints on variable consideration	因對可變代價的限制而先前未確認之來自建築工程服務之收益	305,768	339,263

(b) Performance obligations

Information about the Group's performance obligations in contracts with customers is summarised below:

Construction work

The performance obligation is satisfied over time as services are rendered and payment is generally due within one month from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

Rendering of construction-related consultancy services

The performance obligation is satisfied over time when the services are rendered and payment is generally due within 30 days from the date of billing.

6. 營業額 (續)

附註：(續)

(a) 營業額之分拆資料 (續)

下表列示於本報告期內確認之收益金額，該等金額已計入報告期初之合約負債及從先前期間已達成之履約責任中確認：

(b) 履約責任

有關本集團之客戶合約履約責任資料概述如下：

建築工程

履約責任隨提供服務時間而達成，且款項一般於自開具賬單日期起計一個月內到期支付。客戶會保留一定比例之付款直至保固期結束，因為本集團收取最終付款之權利取決於客戶在合約規定之一段時間內是否對服務質量感到滿意。

提供建築相關諮詢服務

履約責任隨服務提供的時間而達成，而付款一般自開具賬單日期起計30日內到期支付。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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6. REVENUE (Continued)

Notes: (Continued)

(b) Performance obligations (Continued)

Sale of goods

The performance obligation is satisfied at a point in time upon transfer of the control of goods sold and payment in advance is normally required.

Rendering of security, tunnel management, property management and other facility management services

The performance obligation is satisfied over time when the services are rendered and payment is generally due within 30 days from the date of billing.

The amounts of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March are as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Amounts expected to be recognised as revenue:	預期確認為收益的金額：		
Within one year	一年內	7,886,973	7,940,599
After one year	一年後	12,938,615	13,728,309
Total (note)	總額(附註)	20,825,588	21,668,908

The amounts of transaction prices allocated to the remaining performance obligations which are expected to be recognised after one year relate to construction work, of which the performance obligations are to be satisfied in two to five years. All the other amounts of transaction prices allocated to the remaining performance obligations are expected to be recognised as revenue within one year. The amounts disclosed above do not include variable consideration which is constrained.

Note: The Group has applied the practical expedient in HKFRS 15 to its revenue from the provision of security, tunnel management, property management and other facility management services for not disclosing the remaining performance obligations under the Group's existing contracts as the Group recognises revenue from the satisfaction of the performance obligation in the amount to which the Group has a right to consideration from a customer that corresponds directly with the value to the customer of the entity's performance completed to date. In addition, for all other contracts in which the performance obligations are expected to be recognised as revenue with an original expected duration of one year or less, the transaction price allocated to these unsatisfied contracts is not disclosed as permitted under HKFRS 15.

6. 營業額(續)

附註：(續)

(b) 履約責任(續)

銷售貨品

履約責任乃於轉移已售貨品之控制權之時間點達成，且通常需要提前付款。

提供保安、隧道管理、物業管理及其他設施管理服務

履約責任隨服務提供的時間而達成，而付款一般自開具賬單日期起計30日內到期支付。

於3月31日，向餘下履約責任(未達成或部分未達成)分配之交易價格金額如下：

分配至預期於一年後確認之餘下履約責任的交易價格金額涉及將於兩至五年內達成之建築工程。預期分配至餘下履約責任的所有其他交易價格金額將於一年內確認為收益。上述所披露之金額不包括受到限制之可變代價。

附註：本集團已將香港財務報告準則第15號內可行的權宜方法應用於來自提供保安、隧道管理、物業管理及其他設施管理服務所得收益，從而並無披露本集團現有合約項下之餘下履約責任，原因為本集團按其有權自客戶收取直接對應至今已完實體履約之客戶價值的代價金額確認達致履約責任產生之收益。此外，就原預期期限為一年或以內之預期將確認為收益之履約責任的所有其他合約而言，根據香港財務報告準則第15號，分配至該等未完成合約的交易價格可不作披露。

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財務報表附註

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7. OTHER INCOME AND GAINS, NET

7. 其他收入及收益淨額

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Other income	其他收入			
Interest income	利息收入		26,619	20,239
Dividend income	股息收入		478	49
Other rental income	其他租金收入		–	191
Other service income	其他服務收入		324	3,048
Management fee income	管理費收入		6,275	3,378
Government subsidies	政府補貼	(i)	214	8,016
Sundry income	雜項收入		5,064	10,610
			38,974	45,531
Gains, net	收益淨額			
Foreign exchange gain, net	匯兌收益淨額		1,110	–
Gains on deregistration of subsidiaries, net	撤銷註冊附屬公司之收益淨額		–	8
Gain on disposal of property, plant and equipment, net	出售物業、機器及設備之收益淨額		–	1,131
Gain on disposal of a right-of-use asset	出售一項使用權資產之收益		75	–
Gain on disposal of non-current assets classified as held for sale	出售分類為持作銷售之非流動資產之收益	(ii)	–	81,855
Gain on disposal of subsidiaries, net	出售附屬公司之收益淨額	39	–	9,010
Gain on disposal of an associate	出售一間聯營公司之收益	39	–	2,487
Gain on disposal of financial assets at fair value through profit or loss, net	出售按公平值計入損益之金融資產之收益淨額		–	171
Fair value gain of financial assets at fair value through profit or loss, net	按公平值計入損益之金融資產之公平值收益淨額		–	3,544
Fair value gain of contingent considerations	或然代價之公平值收益		753	–
Waiver of other payable	豁免其他應付款項		–	5,659
			1,938	103,865
Other income and gains, net	其他收入及收益淨額		40,912	149,396

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7. OTHER INCOME AND GAINS, NET (Continued)

Notes:

- (i) The amount represented subsidies received under the Anti-epidemic Fund and other support scheme in Hong Kong. All conditions relating to these grants have been fulfilled.
- (ii) On 30 January 2023, the Group entered into a provisional sale and purchase agreement with an independent third party for disposal of a leasehold land under right-of-use assets at the consideration of HK\$93,750,000.

The right-of-use asset was classified as a non-current asset classified as held for sale as at 31 March 2023. The transaction was completed on 28 April 2023. As a result of the transaction, a gain of HK\$81,855,000 was recognised during the year ended 31 March 2024.

Further details of the transaction were set out in the Company's announcement dated 30 January 2023.

8. FINANCE COSTS

An analysis of the Group's finance costs is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Interest on:	以下各項之利息：		
Bank borrowings*	銀行借款*	193,870	178,053
Lease liabilities* (note 16(b))	租賃負債*(附註16(b))	2,406	2,305
Total interest expenses	總利息開支	196,276	180,358
Amortisation of ancillary costs incurred in connection with the arrangement of bank loans	有關銀行貸款安排產生之輔助性成本之攤銷	18,426	21,282
Total finance costs	總融資成本	214,702	201,640
Less: Amount included in cost of construction work	減：計入建築工程成本之數額	(1,178)	(2,398)
		213,524	199,242

* During the year ended 31 March 2024, interest on bank borrowings and lease liabilities included amounts of HK\$2,023,000 and HK\$6,000, respectively, associated with a disposal group classified as held for sale as at 31 March 2023.

7. 其他收入及收益淨額(續)

附註：

- (i) 該款項指根據香港防疫抗疫基金及其他支援計劃收到的補貼。有關該等資助的所有條件均已達成。
- (ii) 於2023年1月30日，本集團與一名獨立第三方訂立一份臨時買賣協議出售使用權資產項下的一幅租賃土地，代價為93,750,000港元。

該使用權資產於2023年3月31日被分類為持作銷售之非流動資產。該交易已於2023年4月28日完成。而就該交易，收益約81,855,000港元已於截至2024年3月31日止年度內確認。

該交易的進一步詳情載於本公司日期為2023年1月30日的公告。

8. 融資成本

本集團之融資成本分析如下：

* 於截至2024年3月31日止年度內，於2023年3月31日分類為持作銷售之一間出售集團相關的銀行借款及租賃負債之利息，分別為2,023,000港元及6,000港元。

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9. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/ (crediting):

9. 除稅前(虧損)/溢利

本集團之除稅前(虧損)/溢利已扣除/(計入)下列各項：

			2025 HK\$'000 千港元	2024 HK\$'000 千港元
	Notes 附註			
Cost of construction work		建築工程成本	7,507,668	7,272,212
Cost of construction-related consultancy services provided		已提供建築相關諮詢服務成本	77,134	74,276
Cost of goods sold		已售貨品成本	19,551	15,670
Cost of security, tunnel management, property management and other facility management services provided		已提供保安、隧道管理、物業管理及其他設施管理服務之成本	1,053,999	840,876
Depreciation of property, plant and equipment*	15	物業、機器及設備之折舊*	31,225	37,820
Less: Amount included in cost of sales		減：計入銷售成本之數額	(24,159)	(29,815)
			7,066	8,005
Depreciation of right-of-use assets*	16(a)	使用權資產之折舊*	37,243	36,755
Less: Amount included in cost of sales		減：計入銷售成本之數額	(12,879)	(12,409)
			24,364	24,346
Amortisation of intangible assets	18	無形資產之攤銷	370	370
Lease payments not included in the measurement of lease liabilities	16(c)	無計入租賃負債計量的租賃付款	105,361	71,694
Less: Amount included in cost of sales		減：計入銷售成本之數額	(102,676)	(70,697)
			2,685	997
Auditor's remuneration		核數師酬金	5,326	5,179

* During the year ended 31 March 2024, depreciation of property, plant and equipment and depreciation of right-of-use assets included amounts of HK\$340,000 and HK\$220,000, respectively, associated with a disposal group classified as held for sale as at 31 March 2023.

* 於截至2024年3月31日止年度內，於2023年3月31日分類為持作銷售之一間出售集團相關的物業、機器及設備之折舊及使用權資產之折舊，分別為340,000港元及220,000港元。

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9. (LOSS)/PROFIT BEFORE TAX (Continued)

9. 除税前(虧損)/溢利(續)

	Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Employee benefit expense (including directors' remuneration — note 10): Salaries, allowances and benefits in kind	僱員福利開支(包括董事薪酬—附註10): 薪金、津貼及實物福利	2,173,997	1,889,087
Equity-settled share option expense Less: forfeited share option expense	以股本結算之購股權開支 減: 已沒收之購股權開支	35(b) 540 (226)	1,183 —
Other equity-settled share-based payment expense (note) Less: forfeited share-based payment expense	其他以股本結算之以股份為基礎付款開支(附註) 減: 已沒收以股份為基礎付款開支	314 2,548 (6,113)	1,183 4,200 (6,132)
Retirement benefit scheme contributions*	退休福利計劃供款*	(3,565) 67,358	(1,932) 62,241
Total employee benefit expense Less: Amount included in cost of sales	僱員福利開支總額 減: 計入銷售成本之數額	2,238,104 (1,955,143)	1,950,579 (1,681,766)
		282,961	268,813
Foreign exchange (gain)/loss, net Fair value loss/(gain) of financial assets at fair value through profit or loss, net	匯兌(收益)/虧損淨額 按公平值計入損益之金融資產之公平值虧損/(收益)淨額	(1,110) 12	1,175 (3,544)
Loss/(gain) on deregistration of subsidiaries, net	撤銷註冊附屬公司之虧損/(收益)淨額	331	(8)
Loss/(gain) on disposal of property, plant and equipment, net	出售物業、機器及設備之虧損/(收益)淨額	2,888	(1,131)
Loss/(gain) on disposal of financial assets at fair value through profit or loss, net	出售按公平值計入損益之金融資產之虧損/(收益)淨額	4,422	(171)
Impairment of other receivables	其他應收款項之減值	30,824	10,040
Write-off of property, plant and equipment	物業、機器及設備之撇賬	—	2
Write-off of prepayments, deposits and other receivables	預付款項、按金及其他應收款項之撇賬	—	14,441

* There is no forfeited contribution that may be used by the Group as the employer to reduce the existing level of contributions.

* 概無本集團作為僱主可使用之沒收供款以降低現有供款水平。

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9. (LOSS)/PROFIT BEFORE TAX (Continued)

Note: During the year ended 31 March 2021, the Group has entered into agreements with two directors (one of which is an executive director of the Company) and six employees of a subsidiary (the "Relevant Subsidiary"). Pursuant to the agreements, subject to the fulfillment of certain performance conditions, the directors and employees shall acquire a total of 16.25% equity interest (i.e. 162,500 shares) (the "Relevant Interest") in the Relevant Subsidiary from the Group at a total consideration of HK\$7,865,000 in 5 equal tranches over vesting periods of 4 to 8 years.

The fair value of the Relevant Interest of the Relevant Subsidiary as at the grant date was assessed to be HK\$30,623,000, and therefore the difference between its fair value and the consideration received/receivable, which amounted to HK\$22,758,000, shall be amortised as equity-settled share-based payment expense in profit or loss over the vesting period of 4 to 8 years.

During the year, the amount of the Relevant Subsidiary Interest recognised in profit or loss amounted to HK\$2,548,000 (2024: HK\$4,200,000). There were 2.8% equity interest (i.e. 28,000 shares) (2024: 2.75% equity interest (i.e. 27,500 shares)) of the Relevant Subsidiary amounted to HK\$3,446,000 (2024: HK\$2,434,000) lapsed during the year ended 31 March 2025.

As at 31 March 2025, the Relevant Subsidiary did not fulfill the performance condition for the 2nd vesting period ended 31 March 2025. Therefore, 1.60% equity interest (i.e. 16,000 shares) (2024: 2.3% equity interest (i.e. 23,000 shares)) of the Relevant Subsidiary was lapsed, and there are amounting HK\$2,667,000 (2024: HK\$3,698,000) equity-settled share-based payment expenses which have been recognised in previous year is being credited to the profit or loss during the year.

As at 31 March 2025, there were 4.8% equity interest (i.e. 48,000 shares) (2024: 9.2% equity shares, i.e. 92,000 shares) available to acquire.

Fair value measurement disclosure

The fair value of the aforementioned equity interest of the subsidiary (an unlisted equity investment) was determined with reference to a valuation performed by Jones Lang LaSalle Corporate Appraisal and Advisory Limited, an independent professionally qualified valuer registered in Hong Kong, using a market-based valuation technique, based on assumptions that are not supported by observable market prices or rates.

The fair value of the aforementioned equity interest of the subsidiary as at the grant date has been determined with reference to a value in use calculation using cash flow projections, which were based on a financial forecast approved by senior management covering a five-year period. A growth rate of 2% is used for the perpetual period and the discount rate of 14.6% applied to the cash flow projections is pre-tax and reflects specific risks relating to the construction material e-procurement business. A marketability discount of 25% is applied to the corresponding equity value of the unlisted equity investment to measure the fair value.

9. 除稅前(虧損)/溢利(續)

附註：於截至2021年3月31日止年度內，本集團與一間附屬公司（「相關附屬公司」）之兩名董事（其中一名為本公司的執行董事）及六名僱員訂立協議。根據協議，如達成若干表現之條件，本集團將在4至8年的歸屬期內以總代價7,865,000港元向該董事及僱員分5次等額出售相關附屬公司合共16.25%的股權（即162,500股股份）（「相關股權」）。

相關附屬公司之相關股權於授出日期的公平值估計為30,623,000港元，因此，其公平值與所收／應收代價之間的差額為22,758,000港元，應於4至8年的歸屬期以股本結算之以股份為基礎付款開支於損益內作攤銷。

於本年度內，於損益確認的相關附屬公司權益金額為2,548,000港元（2024年：4,200,000港元）。截至2025年3月31日止年度內，相關附屬公司股權的2.8%（即28,000股股份）（2024年：2.75%股權（即27,500股股份））已失效，金額為3,446,000港元（2024年：2,434,000港元）。

於2025年3月31日，相關附屬公司未能達到截至2025年3月31日止第2個歸屬期的表現條件，因此，相關附屬公司的1.60%股權（即16,000股股份）（2024年：2.3%股權（即23,000股股份））已失效，於過往年度已確認的以股本結算之以股份為基礎付款開支共2,667,000港元（2024年：3,698,000港元）已計入年內損益。

於2025年3月31日，有4.8%股權（即48,000股股份）（2024年：9.2%股權（即92,000股股份））可供收購。

公平值計量披露

上述附屬公司的股權（一項非上市股本投資）之公平值乃參考仲量聯行企業評估及諮詢有限公司（於香港註冊的獨立專業合資格估值師）根據並非由可觀察市價或利率支持的假設採用市場估值技術進行之估值而釐定。

上述附屬公司股權於授出日期的公平值乃經參考以現金流量預測計算的使用價值（以高級管理層所批准涵蓋五年期的財務預測為基準）釐定。存續期內所使用的增長率為2%，而用於現金流量預測的貼現率14.6%為除稅前，並反映有關網上採購建築材料業務的特定風險。25%的市場化貼現應用於非上市股本投資相應的股權價值以計量公平值。

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10. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to The Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

10. 董事薪酬

根據聯交所證券上市規則（「上市規則」）、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司（披露董事利益資料）規例第2部，本年度之董事薪酬披露如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Fees	袍金	1,380	1,380
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	12,630	18,997
Equity-settled share option expense	以股本結算之購股權開支	255	558
Less: forfeited share option expense	減：已沒收購股權開支	(121)	—
		134	558
Other equity-settled share-based payment expense	其他以股本結算之以股份為基礎付款開支	863	1,205
Less: forfeited share-based payment expense	減：已沒收以股份為基礎付款開支	(1,166)	(1,125)
		(303)	80
Retirement benefit scheme contributions	退休福利計劃供款	183	198
		12,644	19,833
Total directors' remuneration	董事薪酬總額	14,024	21,213

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10. DIRECTORS' REMUNERATION (Continued)

An analysis of the directors' remuneration, on a named basis, is as follows:

10. 董事薪酬 (續)

以具名方式作出之董事薪酬分析如下：

Year ended 31 March 2025

截至2025年3月31日止年度

		Fees	Salaries, allowances and benefits in kind	Equity-settled share option expense	Other equity-settled share-based payment expense 其他以股本結算之以股份為基礎付款開支	Retirement benefit scheme contributions 退休福利計劃供款	Total
		袍金 HK\$'000 千港元	薪金、津貼及實物福利 HK\$'000 千港元	以股本結算之購股權開支 HK\$'000 千港元	其他以股本結算之以股份為基礎付款開支 HK\$'000 千港元	退休福利計劃供款 HK\$'000 千港元	總額 HK\$'000 千港元
Executive directors:	執行董事：						
Pang Yat Ting, Dominic	彭一庭	-	3,168	44	-	18	3,230
Xu Jianhua, Jerry	徐建華	-	3,001	44	-	60	3,105
Pang Yat Bond, Derrick	彭一邦	-	4,405	44	(303)	60	4,206
Shea Chun Lok, Quadrant ¹	佘俊樂 ¹	-	2,056	(88)	-	45	2,013
		-	12,630	44	(303)	183	12,554
Non-executive directors:	非執行董事：						
Wong Wendy Dick Yee	黃迪怡	230	-	15	-	-	245
Yim Yuk Lun, Stanley	嚴玉麟	230	-	15	-	-	245
		460	-	30	-	-	490
Independent non-executive directors:	獨立非執行董事：						
Wu William Wai Leung	胡偉亮	230	-	15	-	-	245
Lam Yau Fung, Curt	林右烽	230	-	15	-	-	245
Ho Gilbert Chi Hang	何智恒	230	-	15	-	-	245
Yen Gordon	嚴震銘	230	-	15	-	-	245
		920	-	60	-	-	980
Total	總額	1,380	12,630	134	(303)	183	14,024

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10. DIRECTORS' REMUNERATION (Continued)

Year ended 31 March 2024

10. 董事薪酬 (續)

截至2024年3月31日止年度

		Fees	Salaries, allowances and benefits in kind	Equity-settled share option expense	Other equity-settled share-based payment expense	Retirement benefit scheme contributions	Total
		袍金	薪金、津貼及實物福利	以股本結算之購股權開支	其他以股本結算之以股份為基礎付款開支	退休福利計劃供款	總額
		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
Executive directors:	執行董事：						
Pang Yat Ting, Dominic	彭一庭	–	4,694	93	–	18	4,805
Xu Jianhua, Jerry	徐建華	–	4,128	93	–	60	4,281
Pang Yat Bond, Derrick	彭一邦	–	6,696	93	80	60	6,929
Shea Chun Lok, Quadrant	佘俊樂	–	3,479	93	–	60	3,632
		–	18,997	372	80	198	19,647
Non-executive directors:	非執行董事：						
Wong Wendy Dick Yee	黃迪怡	230	–	31	–	–	261
Yim Yuk Lun, Stanley	嚴玉麟	230	–	31	–	–	261
		460	–	62	–	–	522
Independent non-executive directors:	獨立非執行董事：						
Wu William Wai Leung	胡偉亮	230	–	31	–	–	261
Lam Yau Fung, Curt	林右烽	230	–	31	–	–	261
Ho Gilbert Chi Hang	何智恒	230	–	31	–	–	261
Yen Gordon	嚴震銘	230	–	31	–	–	261
		920	–	124	–	–	1,044
Total	總額	1,380	18,997	558	80	198	21,213

¹ Resigned as an executive director on 31 December 2024

¹ 於2024年12月31日辭任執行董事

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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10. DIRECTORS' REMUNERATION (Continued)

Notes:

- (a) Certain directors had share-based payment transactions with the Group in the current and prior years, in respect of their services to the Group, under the share option scheme of the Company and another arrangement, further details of which are set out in notes 34, 35 and 9 to the financial statements, respectively. The fair values of these share-based payment transactions, which have been recognised in profit or loss over the vesting period, was determined as at the respective dates of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.
- (b) There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2024: Nil).

11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2024: four) directors of the Company, details of whose emoluments are set out in note 10 above. Details of the remuneration for the year of three (2024: one) non-director highest paid employees is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	11,269	4,133
Retirement benefit scheme contributions	退休福利計劃供款	78	—
		11,347	4,133

The number of non-director highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2025	2024
HK\$3,000,001 to HK\$3,500,000	3,000,001 港元至 3,500,000 港元	2	—
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	—	1
HK\$4,500,001 to HK\$5,000,000	4,500,001 港元至 5,000,000 港元	1	—
		3	1

10. 董事薪酬 (續)

附註：

- (a) 根據本公司購股權計劃及一項其他安排，若干董事已於本年度及過往年度就彼等為本集團所提供的服務擁有與本集團以股份為基礎付款交易，其進一步詳情分別載於財務報表附註34、35及9。該等於歸屬期在損益內確認的以股份為基礎付款交易之公平值已於相關授出日期釐定，而於本年度計入財務報表的金額已載入上述董事薪酬披露內。
- (b) 於本年度內，並無任何安排讓董事據此放棄或同意放棄任何薪酬(2024年：無)。

11. 五名最高薪酬僱員

於本年度內，五名最高薪酬僱員包括本公司兩名(2024年：四名)董事，其薪酬詳情載於上文附註10。年內三名(2024年：一名)非董事最高薪酬僱員之薪酬詳情如下：

酬金介乎下列範圍內之非董事最高薪酬僱員之人數如下：

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12. INCOME TAX

An analysis of the Group's income tax is as follows:

12. 所得稅

本集團之所得稅分析如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Current — Hong Kong	即期 — 香港		
Charge for the year	本年度開支	34,272	24,361
Over-provision in prior years	過往年度過度撥備	(12,145)	(18,239)
		22,127	6,122
Current — Mainland China	即期 — 中國內地		
Charge for the year	本年度開支	976	—
Current — Elsewhere	即期 — 其他地方		
Charge for the year	本年度開支	3,503	3,437
Deferred (note 32)	遞延 (附註 32)	(381)	2,423
Total tax expense for the year	本年度稅項開支總額	26,225	11,982

Notes:

- (a) Hong Kong profits tax has been provided at the rate of 16.5% (2024: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2024: HK\$2,000,000) of the assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

附註：

- (a) 香港利得稅乃按本年度內在香港產生之估計應課稅溢利以 16.5% (2024 年：16.5%) 計提撥備，惟本集團一間附屬公司除外，該公司為符合兩級制利得稅率制度的實體。該附屬公司首 2,000,000 港元 (2024 年：2,000,000 港元) 的應課稅溢利按 8.25% 繳付，餘下應課稅溢利則按 16.5% 繳付。就其他地區應課稅溢利繳付之稅項，乃根據本集團經營之司法權區之現行稅率計算。

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12. INCOME TAX (Continued)

Notes: (Continued)

- (b) A reconciliation of the tax (credit)/expense applicable to (loss)/profit before tax at the statutory tax rates to the tax expense at the Group's effective tax rate is as follows:

		2025		2024	
		HK\$'000	%	HK\$'000	%
		千港元		千港元	
(Loss)/profit before tax	除稅前(虧損)/溢利	(229,713)		97,796	
Tax (credit)/expense at the statutory tax rates	按法定稅率之稅項(抵免)/開支	(40,352)	17.6	17,483	17.9
Profits and losses attributable to joint ventures and associates	合營公司及聯營公司應佔之溢利及虧損	(5,000)	2.2	(6,553)	(6.7)
Income not subject to tax	不須課稅之收入	(21,978)	9.5	(20,183)	(20.6)
Expenses not deductible for tax	不可扣稅之開支	11,481	(5.0)	11,237	11.5
Over-provision in prior years, net	過往年度過度撥備淨額	(12,145)	5.3	(18,239)	(18.7)
Tax losses not recognised	未確認之稅項虧損	114,687	(49.9)	69,616	71.2
Tax losses utilised from previous periods	動用先前期間之稅項虧損	(20,468)	8.9	(41,361)	(42.3)
Others	其他	–	–	(18)	–
Tax expense at the Group's effective tax rate	按本集團實際稅率計算之稅項開支	26,225	(11.4)	11,982	12.3

Pillar Two income taxes

In December 2021, the Organisation for Economic Co-operation and Development ("OECD") released the Pillar Two model rules, also known as the Global Anti-Base Erosion Proposal ("GloBE"), to reform international corporate taxation.

The Group is within the scope of the OECD Pillar Two model rules. As of the reporting date, Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Group operates, including Malaysia, Singapore, UAE and Hong Kong. It is expected that the new regime will come into effect for the Group's financial year beginning on 1 April 2025.

12. 所得稅(續)

附註：(續)

- (b) 按法定稅率計算之除稅前(虧損)/溢利適用稅項(抵免)/開支與按本集團實際稅率計算之稅項開支之對賬如下：

支柱二所得稅

於2021年12月，經濟合作暨發展組織(「經合組織」)頒佈支柱二示範規則，又稱全球反稅基侵蝕提案(「GloBE」)，以改革國際企業稅。

本集團屬經合組織支柱二示範規則範圍內。於本報告日期，支柱二法例已於本集團經營所在的若干司法管轄區頒佈或實質頒佈，包括馬來西亞、新加坡、阿聯酋及香港。預計新制度將於2025年4月1日開始的本集團財政年度生效。

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12. INCOME TAX (Continued)

Pillar Two income taxes (Continued)

The Group has applied the temporary mandatory exception provided in the amendments to HKAS 12 *Income Taxes* issued by the HKICPA in July 2023, thereby not recognising or disclosing information about deferred income tax assets and liabilities associated with Pillar Two Income Taxes.

Under the OECD Pillar Two model rules, the Group is liable to pay a top-up tax for the difference between its GloBE effective tax rate per jurisdiction and the 15% minimum rate. The Group has assessed the top-up tax implication under the Pillar Two legislation based on the financial data for the year ended 31 March 2025. According to the assessment, the Group does not expect a material potential exposure to Pillar Two top-up taxes under the Pillar Two legislation in these jurisdictions as of the reporting date.

The Group will continue to monitor global developments related to the Pillar Two legislation and reassess any potential impacts accordingly.

13. DIVIDENDS

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Interim — Nil (2024: HK1.13 cents per ordinary share)	中期 — 無 (2024年：每股普通股 1.13 港仙)	—	20,190

The Board does not recommend the payment of a final dividend for the year ended 31 March 2025.

12. 所得稅 (續)

支柱二所得稅 (續)

本集團已應用香港會計師公會於2023年7月所頒佈香港會計準則第12號所得稅的修訂中的臨時強制性例外規定，不予確認或披露與支柱二所得稅相關的遞延所得稅資產及負債資料。

根據經合組織支柱二示範規則，本集團須就其每個司法管轄區的GloBE實際稅率與15%最低稅率之間的差額繳納補足稅。本集團已基於其截至2025年3月31日止年度的財務數據，根據支柱二法例評估補足稅影響。根據該評估，於報告日期，本集團預期於該等司法管轄區並無支柱二法例下的支柱二補足稅的重大潛在風險。

本集團將繼續監察與支柱二法例相關的全球發展，並相應地重新評估任何潛在影響。

13. 股息

董事局不建議派發截至2025年3月31日止年度之末期股息。

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14. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of the basic (loss)/earnings per share amount is based on the (loss)/profit for the year attributable to shareholders of the Company and the weighted average number of ordinary shares used in the calculation is the weighted average number of ordinary shares in issue during the year.

No adjustment has been made to the basic (loss)/earnings per share amount presented as the share options of the Company outstanding during each of the years ended 31 March 2025 and 2024 had no diluting effect on the basic (loss)/earnings per share amount presented.

The calculation of the basic and diluted (loss)/earnings per share amounts is based on the following data:

(Loss)/earnings

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
(Loss)/profit for the year attributable to shareholders of the Company, used in the basic and diluted (loss)/earnings per share calculation	本公司股東應佔年度(虧損)/溢利，用於計算每股基本及攤薄(虧損)/盈利	(274,039)	72,094

Number of shares

股份數目

		2025	2024
Weighted average number of ordinary shares in issue during the year, used in the basic and diluted (loss)/earnings per share calculation	年內已發行普通股加權平均數，用於計算每股基本及攤薄(虧損)/盈利	1,794,945,270	1,784,391,956

14. 本公司股東應佔每股(虧損)/盈利

每股基本(虧損)/盈利金額乃根據本公司股東應佔本年度(虧損)/溢利計算，而計算所用的普通股加權平均數為本年度內已發行之普通股加權平均數。

由於本公司於截至2025年及2024年3月31日止各年度尚未行使之購股權對已呈列之每股基本(虧損)/盈利金額並無攤薄影響，故並無就所呈列之每股基本(虧損)/盈利金額作出調整。

每股基本及攤薄(虧損)/盈利金額乃根據以下數據計算：

(虧損)/盈利

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15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、機器及設備

		Land and buildings 土地及樓宇 HK\$'000 千港元 (Note) (附註)	Plant and machinery 機器及設備 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 31 March 2025	於2025年3月31日					
At 1 April 2024:	於2024年4月1日：					
Cost	成本	50,915	527,712	165,560	55,855	800,042
Accumulated depreciation and impairment	累計折舊及減值	(11,369)	(385,744)	(142,360)	(46,165)	(585,638)
Net carrying amount	賬面淨值	39,546	141,968	23,200	9,690	214,404
Net carrying amount:	賬面淨值：					
At 1 April 2024	於2024年4月1日	39,546	141,968	23,200	9,690	214,404
Additions	添置	9,257	1,521	1,370	1,173	13,321
Acquisition of subsidiaries	收購附屬公司	38	-	-	216	216
Depreciation provided during the year	年內計提之折舊	(2,040)	(22,083)	(3,793)	(3,309)	(31,225)
Disposals	出售	-	(1,817)	(5,480)	(395)	(7,692)
Exchange realignment	匯兌調整	(32)	-	(3)	3	(32)
At 31 March 2025	於2025年3月31日	46,731	119,589	15,294	7,378	188,992
At 31 March 2025:	於2025年3月31日：					
Cost	成本	60,137	517,848	121,993	43,728	743,706
Accumulated depreciation and impairment	累計折舊及減值	(13,406)	(398,259)	(106,699)	(36,350)	(554,714)
Net carrying amount	賬面淨值	46,731	119,589	15,294	7,378	188,992

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15. PROPERTY, PLANT AND EQUIPMENT (Continued) 15. 物業、機器及設備 (續)

		Land and buildings 土地及樓宇	Plant and machinery 機器及設備	Furniture, fixtures and equipment 傢私、 裝置及設備	Motor vehicles 汽車	Total 總額
	Note 附註	HK\$'000 千港元 (Note) (附註)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 March 2024	於2024年3月31日					
At 1 April 2023:	於2023年4月1日:					
Cost	成本	51,087	527,934	165,170	55,824	800,015
Accumulated depreciation and impairment	累計折舊及減值	(9,633)	(361,500)	(136,619)	(44,187)	(551,939)
Net carrying amount	賬面淨值	41,454	166,434	28,551	11,637	248,076
Net carrying amount:	賬面淨值:					
At 1 April 2023	於2023年4月1日	41,454	166,434	28,551	11,637	248,076
Additions	添置	–	358	457	2,884	3,699
Acquisition of subsidiaries	收購附屬公司	–	924	4	233	1,161
Depreciation provided during the year	年內計提之折舊	(1,761)	(25,489)	(5,753)	(4,477)	(37,480)
Disposals and write-off	出售及撇賬	–	(259)	(53)	(587)	(899)
Exchange realignment	匯兌調整	(147)	–	(6)	–	(153)
At 31 March 2024	於2024年3月31日	39,546	141,968	23,200	9,690	214,404
At 31 March 2024:	於2024年3月31日:					
Cost	成本	50,915	527,712	165,560	55,855	800,042
Accumulated depreciation and impairment	累計折舊及減值	(11,369)	(385,744)	(142,360)	(46,165)	(585,638)
Net carrying amount	賬面淨值	39,546	141,968	23,200	9,690	214,404

Note: At 31 March 2025, certain of the Group's land and buildings with a then total net carrying amount of HK\$36,325,000 (2024: HK\$38,014,000), were pledged to secure general banking facilities granted to the Group (note 31(d)).

附註：於2025年3月31日，本集團已抵押若干土地及樓宇，其總賬面淨值為36,325,000港元（2024年：38,014,000港元），作為本集團獲授一般銀行融資之擔保（附註31(d)）。

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16. LEASES

The Group as a lessor

Rental income recognised by the Group during the year ended 31 March 2024 was HK\$191,000, details of which are included in note 7 to the financial statements.

During the year ended 31 March 2024, the investment properties were disposed of upon the completion of disposal of ECO Group as disclosed in note 39 to the financial statement. No material undiscounted lease payment receivable by the Group in future period as at 31 March 2024.

The Group as a lessee

The Group has lease arrangements as a lessee for land, properties, plant and machinery and motor vehicles for use in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with a lease period of 75 years each, and no ongoing payments will be made under the terms of these land leases.

Leases of properties have lease terms ranging from 1 to 6 years, while leases of plant and machinery and motor vehicles have remaining lease terms of 1 to 2 years and 4 years, respectively. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

16. 租賃

本集團作為出租人

本集團於截至2024年3月31日止年度內確認之租金收入為191,000港元，其詳情載於財務報表附註7。

於截至2024年3月31日止年度內，投資物業已於財務報表附註39所披露的億高集團完成出售后出售。於2024年3月31日，本集團於未來期間並無重大應收之未貼現租賃付款。

本集團作為承租人

本集團（作為承租人）擁有於其經營中使用之土地、物業、機器及設備以及汽車之租賃安排。已作出一次性付款以向業主取得租賃土地，租期各為75年，而根據該等土地租賃之條款，將不會持續作出任何付款。

物業租賃之租期介乎1至6年，而機器及設備以及汽車之租賃餘下租期分別介乎1年至2年及4年。一般而言，本集團不可向本集團以外人士轉讓及分租租賃資產。

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16. LEASES (Continued)

The Group as a lessee (Continued)

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

			Leasehold land 租賃土地 Note 附註 HK\$'000 千港元 (Note) (附註)	Leased properties 租賃物業 HK\$'000 千港元	Plant and machinery 機器及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 April 2023	於2023年4月1日		112,786	55,509	–	322	168,617
Additions	添置		–	25,178	–	–	25,178
Acquisition of subsidiaries	收購附屬公司	38	–	800	1,224	–	2,024
Depreciation provided during the year	年內計提之折舊		(4,693)	(31,678)	(48)	(116)	(36,535)
Disposals	出售		–	(698)	–	–	(698)
Exchange realignment	匯兌調整		(209)	–	–	(5)	(214)
At 31 March 2024 and 1 April 2024	於2024年3月31日及 2024年4月1日		107,884	49,111	1,176	201	158,372
Additions	添置		32,195	75,090	–	850	108,135
Depreciation provided during the year	年內計提之折舊		(5,581)	(30,970)	(525)	(167)	(37,243)
Disposals	出售		–	(1,916)	–	(164)	(2,080)
Exchange realignment	匯兌調整		(170)	–	–	(2)	(172)
At 31 March 2025	於2025年3月31日		134,328	91,315	651	718	227,012

Note: At 31 March 2025, certain of the Group's leasehold land with a then total net carrying amount of HK\$99,640,000 (2024: HK\$104,118,000), were pledged to secure general banking facilities granted to the Group (note 31(d)).

16. 租賃 (續)

本集團作為承租人 (續)

(a) 使用權資產

本集團使用權資產之賬面值及於年內之變動如下：

附註：於2025年3月31日，本集團已抵押若干租賃土地，其總賬面淨值為99,640,000港元（2024年：104,118,000港元），作為本集團獲授一般銀行融資之擔保（附註31(d)）。

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16. LEASES (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities

The carrying amount of the Group's lease liabilities and the movements during the year are as follows:

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
At beginning of year	於年初		53,082	61,409
New leases	新租賃		75,710	25,178
Early termination of leases	提前終止租賃		(1,882)	(677)
Accretion of interest recognised during the year	年內確認之利息增長	8	2,406	2,299
Acquisition of subsidiaries	收購附屬公司	38	—	2,120
Payments	付款		(36,437)	(37,243)
Exchange realignment	匯兌調整		(28)	(4)
At end of year	於年末		92,851	53,082
Portion classified as current liabilities	分類為流動負債之部分		(34,097)	(29,613)
Non-current portion	非流動部分		58,754	23,469

The maturity analysis of lease liabilities is disclosed in note 45 to the financial statements.

(c) Other lease information

The amounts recognised in profit or loss in relation to leases are as follows:

		Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Interest on lease liabilities	租賃負債之利息	8	2,406	2,305
Depreciation of right-of-use assets*	使用權資產之折舊*		37,243	36,755
Expense relating to short-term leases (included in cost of sales and administrative expenses)	與短期租賃有關之開支 (計入銷售成本及行政開支)		105,361	71,694
Total amount recognised in profit or loss	於損益內確認之總額		145,010	110,754

* During the year ended 31 March 2024, depreciation of right-of-use assets included amount of HK\$220,000 related to leases associated with a disposal group classified as held for sale.

The total cash outflow for leases is disclosed in note 37(c) to the financial statements.

16. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

本集團租賃負債之賬面值及於年內之變動如下：

租賃負債之到期分析於財務報表附註45披露。

(c) 其他租賃資料

於損益內確認之有關租賃之金額如下：

* 於截至2024年3月31日止年度內，分類為持作銷售之一間出售集團相關的租賃的使用權資產之折舊金額為220,000港元。

租賃現金流出總額於財務報表附註37(c)披露。

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31 March 2025
2025年3月31日

17. GOODWILL

17. 商譽

		Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
At beginning of the year:	於年初：			
Cost	成本		194,485	93,786
Accumulated impairment	累計減值		—	—
Net carrying amount	賬面淨值		194,485	93,786
Net carrying amount:	賬面淨值：			
At 1 April	於4月1日		194,485	93,786
Acquisition of subsidiaries	收購附屬公司	38	21,949	101,636
Exchange realignment	匯兌調整		18	(937)
At 31 March	於3月31日		216,452	194,485
At end of the year:	於年末：			
Cost	成本		216,452	194,485
Accumulated impairment	累計減值		—	—
Net carrying amount	賬面淨值		216,452	194,485

Impairment testing of goodwill

Goodwill acquired through business combinations is allocated to the following cash-generating units (or group of cash-generating units) for impairment testing:

- (a) Building construction and architectural consultancy business in Singapore of HK\$46.0 million (2024: HK\$46.0 million);
- (b) PET radiopharmaceuticals business in Hong Kong of HK\$46.8 million (2024: HK\$46.8 million);
- (c) Provision of property management services business in Hong Kong of HK\$101.6 million (2024: HK\$101.6 million); and
- (d) Provision of construction material procurement business in Mainland China of HK\$22.0 million (2024: N/A).

商譽減值測試

透過業務合併所得的商譽被分配到以下現金產生單位（或現金產生單位組別）以進行減值測試：

- (a) 位於新加坡的樓宇建設及建築諮詢業務為46,000,000港元（2024年：46,000,000港元）；
- (b) 位於香港的正電子掃描放射性藥物業務為46,800,000港元（2024年：46,800,000港元）；
- (c) 位於香港所提供物業管理服務業務為101,600,000港元（2024年：101,600,000港元）；及
- (d) 位於中國內地提供建築材料採購業務為22,000,000港元（2024年：不適用）。

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17. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

The recoverable amount of each of the relevant business units has been determined with reference to a value in use calculation using cash flow projections, which were based on a financial forecast approved by senior management covering a five-year period.

Based on the results of the impairment testing of goodwill, in the opinion of the Directors, no impairment provision is considered necessary for the Group's goodwill as at 31 March 2025 and 2024.

The following describes each key assumption on which management has based for the preparation of the cash flow projections to undertake impairment testing of goodwill:

(a) Building construction and architectural consultancy business

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

(ii) Business environment

There have been no major changes in the existing political, legal and economic conditions in Singapore.

(iii) Growth rate

The growth rate of 2% (2024: 1.4%) applied to the cash flow projections is based on the average annual inflation rate in Singapore.

(iv) Discount rate

The discount rate of 14.6% (2024: 12.8%) applied to the cash flow projections is pre-tax and reflects specific risks relating to the building construction and architectural consultancy business.

17. 商譽(續)

商譽減值測試(續)

各相關業務單位的可收回金額乃參考使用現金流量預測計算的使用價值釐定，該計算乃使用高級管理層批准之五年期財務預測計算的現金流量預測作出。

根據商譽減值測試結果，董事認為，於2025年及2024年3月31日，並無必要就本集團商譽計提減值撥備。

管理層就編製商譽減值測試的現金流量預測所依據的各重大假設描述如下：

(a) 樓宇建設及建築諮詢業務

(i) 預算毛利率

用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

(ii) 業務環境

新加坡現有政治、法律及經濟狀況並無重大變動。

(iii) 增長率

現金流量預測所應用之2% (2024年：1.4%) 增長率乃基於新加坡平均年度通脹率。

(iv) 貼現率

現金流量預測所應用之14.6% (2024年：12.8%) 貼現率為除稅前的及反映有關樓宇建設及建築諮詢業務的特定風險。

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17. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

(b) PET radiopharmaceuticals business

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

(ii) Business environment

There have been no major changes in the existing political, legal and economic conditions in Hong Kong.

(iii) Growth rate

The growth rate of 2.5% (2024: 2.5%) applied to the cash flow projections is based on the average annual inflation rate in Hong Kong.

(iv) Discount rate

The discount rate of 14.7% (2024: 17.7%) applied to the cash flow projections is pre-tax and reflects specific risks relating to the PET radiopharmaceuticals business.

(c) Provision of property management services business

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

(ii) Business environment

There have been no major changes in the existing political, legal and economic conditions in Hong Kong.

17. 商譽(續)

商譽減值測試(續)

(b) 正電子掃描放射性藥物業務

(i) 預算毛利率

用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

(ii) 業務環境

香港現有政治、法律及經濟狀況並無重大變動。

(iii) 增長率

現金流量預測所應用之2.5% (2024年：2.5%) 增長率乃基於香港平均年度通脹率。

(iv) 貼現率

現金流量預測所應用之14.7% (2024年：17.7%) 貼現率為除稅前的及反映有關正電子掃描放射性藥物業務的特定風險。

(c) 提供物業管理服務業務

(i) 預算毛利率

用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

(ii) 業務環境

香港現有政治、法律及經濟狀況並無重大變動。

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17. GOODWILL (Continued)

Impairment testing of goodwill (Continued)

(c) Provision of property management services business (Continued)

(iii) Growth rate

The growth rate of 2.5% (2024: 2.0%) applied to the cash flow projections is based on the average annual inflation rate in Hong Kong.

(iv) Discount rate

The discount rate of 10.2% (2024: 10.2%) applied to the cash flow projections is pre-tax and reflects specific risks relating to the property management services business.

(d) Provision of construction material procurement business

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budget year, increased for expected efficiency improvements and expected market development.

(ii) Business environment

There have been no major changes in the existing political, legal and economic conditions in Mainland China.

(iii) Growth rate

The growth rate of 2.0% (2024: N/A) applied to the cash flow projections is based on the average annual inflation rate in Mainland China.

(iv) Discount rate

The discount rate of 13.9% (2024: N/A) applied to the cash flow projections is pre-tax and reflects specific risks relating to the construction material procurement business.

17. 商譽(續)

商譽減值測試(續)

(c) 提供物業管理服務業務(續)

(iii) 增長率

現金流量預測所應用之2.5% (2024年: 2.0%) 增長率乃基於香港平均年度通脹率。

(iv) 貼現率

現金流量預測所應用之10.2% (2024年: 10.2%) 貼現率為除稅前的及反映有關物業管理服務業務的特定風險。

(d) 提供建築材料採購業務

(i) 預算毛利率

用以釐定預算毛利率價值的基準為緊接預算年度前一年所達致的平均毛利率，因預計效率提升及預計市場開發而增加。

(ii) 業務環境

中國內地現有政治、法律及經濟狀況並無重大變動。

(iii) 增長率

現金流量預測所應用之2.0% (2024年: 不適用) 增長率乃基於中國內地平均年度通脹率。

(iv) 貼現率

現金流量預測所應用之13.9% (2024年: 不適用) 貼現率為除稅前的及反映有關建材採購業務的特定風險。

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18. INTANGIBLE ASSETS

18. 無形資產

		Patent 專利 HK\$'000 千港元
At 31 March 2025	於 2025 年 3 月 31 日	
At 1 April 2024:	於 2024 年 4 月 1 日 :	
Cost	成本	2,500
Accumulated amortisation	累計攤銷	(956)
Net carrying amount	賬面淨額	1,544
Net carrying amount:	賬面淨額 :	
At 1 April 2024	於 2024 年 4 月 1 日	1,544
Amortisation provided during the year	年內計提之攤銷	(370)
At 31 March 2025	於 2025 年 3 月 31 日	1,174
At 31 March 2025:	於 2025 年 3 月 31 日 :	
Cost	成本	2,500
Accumulated amortisation	累計攤銷	(1,326)
Net carrying amount	賬面淨額	1,174
At 31 March 2024	於 2024 年 3 月 31 日	
At 1 April 2023:	於 2023 年 4 月 1 日 :	
Cost	成本	2,500
Accumulated amortisation	累計攤銷	(586)
Net carrying amount	賬面淨額	1,914
Net carrying amount:	賬面淨額 :	
At 1 April 2023	於 2023 年 4 月 1 日	1,914
Amortisation provided during the year	年內計提之攤銷	(370)
At 31 March 2024	於 2024 年 3 月 31 日	1,544
At 31 March 2024:	於 2024 年 3 月 31 日 :	
Cost	成本	2,500
Accumulated amortisation	累計攤銷	(956)
Net carrying amount	賬面淨額	1,544

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財務報表附註

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18. INTANGIBLE ASSETS (Continued)

Note: On 9 September 2021, the Group entered into a confirmatory agreement and patent assignment agreement (collectively the "Agreements") with I-Smart Technology International Limited (a company owned as to 45%, 45% and 10% by Mr. Pang Yat Ting, Dominic, Madam Li Wai Hang, Christina and Mrs. Lee Pang Yat Sum, Rita respectively and as defined as a connected person of the Company under the Listing Rules). Pursuant to the Agreements, the Group agreed to purchase patent for the invention of a control system and a wireless control method at a total cash consideration of HK\$2,500,000. The transaction was completed on 5 October 2021.

18. 無形資產 (續)

註：於2021年9月9日，本集團與I-Smart Technology International Limited（一間由彭一庭先生、李蕙嫻女士及李彭一心女士分別擁有45%、45%及10%之公司及根據上市規則界定為本公司之關連人士）訂立確認協議及專利轉讓協議（統稱「該等協議」）。根據該等協議，本集團同意購買控制系統及無線控制方法的發明專利，總現金代價為2,500,000港元。交易於2021年10月5日完成。

19. INVESTMENTS IN JOINT VENTURES

19. 於合營公司之投資

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Share of net assets	應佔資產淨值	3,266	3,840

Notes:

(a) Particulars of a joint venture as at 31 March 2025 are set out in note 48 to the financial statements.

(b) Summarised financial information of joint ventures

The following table illustrates the financial information of joint ventures of the Group that are not individually material:

附註：

(a) 一間合營公司於2025年3月31日之詳情載於財務報表附註48。

(b) 合營公司之財務資料概要

下表載列本集團非個別重大合營公司之財務資料：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Share of the joint venture's loss for the year	應佔合營公司之年度虧損	(470)	(5,093)
Share of the joint venture's other comprehensive loss for the year	應佔合營公司之年度其他全面虧損	(104)	(171)
Share of the joint venture's total comprehensive loss for the year	應佔合營公司之年度全面虧損總額	(574)	(5,264)
Aggregate carrying amount of the Group's investment in the joint venture	本集團於合營公司之投資之總賬面值	3,266	3,840

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20. INVESTMENTS IN ASSOCIATES

20. 於聯營公司之投資

		Note 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Share of net assets	應佔資產淨值		353,778	334,180
Due from associates	應收聯營公司之款項	(b)	196,340	189,073
Total investments in associates	於聯營公司之投資總額		550,118	523,253

Notes:

附註：

(a) Particulars of the principal associates as at 31 March 2025 are set out in note 49 to the financial statements.

(a) 各主要聯營公司於2025年3月31日之詳情載於財務報表附註49。

(b) These balances, in substance, form part of the net investments in associates and are not expected to be repaid within one year and hence they are classified as non-current assets in the consolidated statement of financial position. There were no recent history of default and past due amounts for the amounts due from associates. At 31 March 2025 and 2024, the loss allowance was assessed to be minimal.

(b) 該等結餘實質上構成於聯營公司投資淨額的一部分，及預期不會於一年內償還，因此，其於綜合財務狀況表中分類為非流動資產。應收聯營公司之款項並無近期拖欠記錄及逾期款項。於2025年及2024年3月31日，虧損撥備被評估為甚微。

(c) Summarised financial information of associates

(c) 聯營公司財務資料概要

The following entities are considered as material associates of the Group and are accounted for using the equity method during the year:

以下實體被視為本集團的重大聯營公司，於本年度內採用權益法入賬：

(i) Top Spring Chun Wo Property Development Holdings Limited ("TSCWPD") and its subsidiaries (the "TSCWPD Group"), the major asset of which is a quality residential development project located at Waterloo Road, Ho Man Tin in Hong Kong;

(i) 萊蒙俊和物業發展控股有限公司（「萊蒙俊和物業發展」）及其附屬公司（「萊蒙俊和物業發展集團」），其重大資產為位於香港何文田窩打老道的一個優質住宅發展項目；

(ii) Creative Profit Development Limited ("CPDL"), which owns parcels of land located at Cameron Road and Granville Circuit in Hong Kong for property development;

(ii) 創利發展有限公司（「創利發展」），其擁有位於香港金馬倫道及嘉蘭圍之地塊作物業發展；

(iii) Chun Wo Bus Services (BVI) Limited ("CWBS") and its subsidiaries (the "Chun Wo Bus Group"), which own 100 (2024: 100) motor buses and 92 (2024: 92) passenger service licences for the provision of non-franchised bus services in Hong Kong;

(iii) Chun Wo Bus Services (BVI) Limited（「俊和巴士服務」）及其附屬公司（「俊和巴士集團」），擁有100（2024年：100）輛巴士及92（2024年：92）張客運營業證以在香港提供非專營巴士服務；

(iv) Rainbow Jasper Limited ("RJL") and its subsidiaries (the "RJL Group"), which own a hybrid residential and retail building located at Soy Street in Hong Kong;

(iv) 彩碧有限公司（「彩碧」）及其附屬公司（「彩碧集團」），其擁有位於香港鼓油街之綜合式住宅及零售大樓；

(v) Soyo Development Limited ("SDL") and its subsidiary (the "SDL Group"), which own a parcel of land located at Castle Peak Road in Hong Kong for property development; and

(v) Soyo Development Limited（「SDL」）及其附屬公司（「SDL集團」）就物業發展擁有位於香港青山道的一塊土地；及

(vi) 石家莊俊景房地產開發有限公司 (the "Shijiazhuang JunJing") owns a comprehensive commercial development project in Mainland China.

(vi) 石家莊俊景房地產開發有限公司（「石家莊俊景」）於中國內地擁有綜合商業開發項目。

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20. INVESTMENTS IN ASSOCIATES (Continued)

Notes: (Continued)

(c) Summarised financial information of associates (Continued)

The following tables illustrate the summarised financial information in respect of the TSCWPD Group, CPDL, the Chun Wo Bus Group, the RJL Group, the SDL Group and the Shijiazhuang JunJing adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

		TSCWPD Group 萊蒙俊和 物業發展集團		CPDL 創利發展		Chun Wo Bus Group 俊和巴士集團		RJL Group 彩碧集團		SDL Group SDL集團		Shijiazhuang JunJing 石家莊俊景	
		2025	2024	2025	2024	2025	2024	2025	2024	2025	2024	2025	2024
Proportion of the Group's ownership	佔本集團所有權的百分比	40%	40%	10%	10%	60%	60%	40%	40%	40%	40%	49%	49%
		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	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial position	財務狀況												
Motor buses and passenger service licences	巴士及客運營業證	-	-	-	-	317,228	322,255	-	-	-	-	-	-
Investment properties	投資物業	-	-	-	-	-	-	200,000	-	-	-	-	-
Other non-current assets	其他非流動資產	14,128	14,128	-	-	-	306	-	-	-	-	-	-
Properties under development	發展中物業	-	-	1,853,734	1,651,672	-	-	-	533,031	450,337	355,396	457,421	425,085
Properties held for sale	持作銷售物業	682,860	1,037,283	-	-	-	-	43,875	-	-	-	-	-
Cash and cash equivalents	現金及與現金等值項目	54,170	44,667	35,283	35,778	17,273	10,326	5,959	2,585	241	1,010	1,535	4,114
Other current assets	其他流動資產	149,171	85,413	222	222	32,505	30,773	4,407	663	1,563	790	22,692	25,585
Current assets	流動資產	886,201	1,167,363	1,889,239	1,687,672	49,778	41,099	54,241	536,279	452,141	357,196	481,648	454,784
Current liabilities	流動負債	(1,000,233)	(1,214,302)	(974,404)	(915,473)	(205,494)	(264,644)	(216,153)	(575,762)	(269,632)	(222,888)	(188,583)	(152,749)
Non-current liabilities	非流動負債	(9,968)	-	(916,438)	(768,782)	(100,662)	(49,290)	(75,000)	-	(190,126)	(140,614)	-	-
Net (liabilities)/assets	(負債)/資產淨值	(109,872)	(32,811)	(1,603)	3,417	60,850	49,726	(36,912)	(39,483)	(7,617)	(6,306)	293,065	302,035
Group's share of net assets of the associates	本集團應佔聯營公司資產淨值	-*	-*	-*	-*	36,510	29,836	-*	-*	-*	-*	143,602	147,997
Financial performance	財務表現												
Revenue	營業額	548,463	290,463	-	-	85,460	86,784	362,679	-	-	-	-	-
(Loss)/profit before tax and (loss)/profit for the year	除稅前(虧損)/溢利及 年內(虧損)/溢利	(77,061)	(16,203)	(5,020)	5,480	11,124	9,000	2,571	(2,296)	(1,311)	(6,193)	(5,891)	(6,347)
Other comprehensive loss for the year	年內其他全面虧損	-	-	-	-	-	-	-	-	-	-	(3,079)	(14,096)
Group's share of profit/(loss) for the year	本集團應佔年內 溢利/(虧損)	-*	-*	-*	-*	6,674	5,400	-*	-*	-*	-*	(2,886)	(3,110)
Group's share of other comprehensive loss for the year	本集團分佔年內 其他全面虧損	-	-	-	-	-	-	-	-	-	-	(1,509)	(6,907)

20. 於聯營公司之投資 (續)

附註：(續)

(c) 聯營公司財務資料概要 (續)

下表載列萊蒙俊和物業發展集團、創利發展、俊和巴士集團、彩碧集團、SDL集團及石家莊俊景(就會計政策的任何差異已作出調整)的財務資料概要以及與財務報表賬面值的對賬分析：

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20. INVESTMENTS IN ASSOCIATES (Continued)

Notes: (Continued)

(c) Summarised financial information of associates (Continued)

- * The Group has discontinued sharing further losses of the TSCWPD Group, CPDL, the RJL Group and the SDL Group because the share of their losses has exceeded the Group's investments in them and the Group has no obligation to take up further of their losses. The amounts of the Group's accumulated unrecognised share of the losses of the TSCWPD Group, CPDL, the RJL Group and the SDL Group as at 31 March 2025 were HK\$40,863,000 (2024: HK\$10,039,000), HK\$3,589,000 (2024: HK\$3,087,000), HK\$14,765,000 (2024: HK\$15,793,000) and HK\$3,040,000 (2024: HK\$2,516,000), respectively.

The following table illustrates the aggregate financial information of the Group's associates that are not individually material:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Share of the associates' comprehensive income or loss:	應佔聯營公司全面收益或虧損：		
Profit for the year	年內溢利	19,490	13,495
Other comprehensive income for the year	年內其他全面收益	464	975
Total comprehensive income for the year	年內全面收益總額	19,954	14,470
Share of the associates' assets and liabilities:	應佔聯營公司資產及負債：		
Non-current assets	非流動資產	96,248	91,793
Current assets	流動資產	93,238	75,746
Current liabilities	流動負債	(15,820)	(11,192)
		173,666	156,347
Dividend received from the associates	已收聯營公司股息	12,643	4,613

20. 於聯營公司之投資 (續)

附註：(續)

(c) 聯營公司財務資料概要 (續)

- * 本集團已終止分佔萊蒙俊和物業發展集團、創利發展、彩碧集團及SDL集團之進一步虧損，因應佔其虧損已超過本集團於其投資且本集團並無責任承擔其他虧損。於2025年3月31日，本集團應佔萊蒙俊和物業發展集團、創利發展、彩碧集團及SDL集團累計未確認的虧損金額分別為40,863,000港元（2024年：10,039,000港元）、3,589,000港元（2024年：3,087,000港元）、14,765,000港元（2024年：15,793,000港元）及3,040,000港元（2024年：2,516,000港元）。

下表載列本集團之個別非重大聯營公司之匯總財務資料：

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21. LAND HELD FOR PROPERTY DEVELOPMENT

The Group's land held for property development is leasehold land or land use rights acquired by the Group for future property development for sale. An analysis of the Group's land held for property development by geographical area as at the end of the reporting period is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Hong Kong	香港	42,917	41,807
The UAE	阿聯酋	163,535	164,516
		206,452	206,323
Portion classified as current assets	分類為流動資產之部分	(42,917)	(41,807)
		163,535	164,516
Non-current portion	非流動部分		

The Directors expected that the development of the land in the UAE would be completed beyond the operating cycle of the property development business, and hence it is classified as a non-current asset.

The development of the Group's land held for property development in Hong Kong is expected to be completed within the normal operating cycle and hence they are classified as current assets. The expected timing of recovery of these assets as at the end of the reporting period is more than one year.

21. 持作物業發展之土地

本集團持作物業發展之土地即本集團為未來物業發展作銷售用途而獲取之租賃土地或土地使用權。截至報告期末本集團持作物業發展之土地按照地區分析如下：

董事預期，於阿聯酋之土地發展將於物業發展業務之營運週期以後完成，因此其獲分類為非流動資產。

本集團於香港持作物業發展之土地發展預期將於正常營運週期內完成，因此其獲分類為流動資產。於報告期末，此等資產之預期收回時間超過一年。

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22. INVENTORIES

22. 存貨

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Clinical supplies	醫療物料	2,996	3,274
Construction materials	建築材料	10,154	–
		13,150	3,274

23. CONTRACT ASSETS AND CONTRACT LIABILITIES

23. 合約資產及合約負債

(a) Contract assets

(a) 合約資產

			31 March 2025 2025年 3月31日 Notes 附註 HK\$'000 千港元	31 March 2024 2024年 3月31日 HK\$'000 千港元	1 April 2023 2023年 4月1日 HK\$'000 千港元
Unbilled revenue	未發票據之收益	(i)	3,359,343	4,303,616	3,404,657
Retention receivables	應收保固金	(ii)	391,036	363,658	405,657
			3,750,379	4,667,274	3,810,314

Notes:

附註：

- (i) Unbilled revenue is initially recognised for revenue earned from the provision of construction work as the receipt of consideration is conditional on successful completion of construction. Upon completion of construction and acceptance by the customer, the amounts recognised as unbilled revenue are reclassified to trade receivables.
- (ii) Retention receivables arise from the Group's construction work business and are held by contract customers in order to provide the customers with assurance that the Group will complete its obligations satisfactorily under the contracts, rather than to provide financing to the customers. They are in general settled within a period ranging from one year to three years after the completion of the construction work, as stipulated in the construction contracts.

- (i) 未發票據之收益初步就提供建築工程所賺取之收益確認，因收取代價以成功完成工程為條件。於工程完成及獲客戶驗收後，確認為未發票據之收益之金額會被重新分類至貿易應收款項。
- (ii) 合約客戶持有之應收保固金乃產生自本集團之建築工程業務，藉以向客戶保證本集團將根據合約滿意地完成責任，而並非向客戶提供融資。根據建築工程合約所規定，一般於建築工程竣工後介乎一年至三年內結付。

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23. CONTRACT ASSETS AND CONTRACT LIABILITIES (Continued)

(a) Contract assets (Continued)

Notes: (Continued)

- (iii) The expected timing of recovery or settlement of contract assets as at the end of the reporting period is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Within one year	一年內	1,939,347	2,401,108
More than one year	超過一年	1,811,032	2,266,166
		3,750,379	4,667,274

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provisions, for all contract assets. The Group has assessed the impairment of its contract assets on an individual basis based on the internal credit rating and ageing of these balances which, in the opinion of the Directors, had no significant increase in credit risk during the year. ECL is estimated based on historical observed default rates over the expected life of debtors and are adjusted for forward-looking information that is available without undue cost or effort. For the debtors in Hong Kong, there were no recent history of default and the loss allowance was assessed to be minimal.

本集團應用香港財務報告準則第9號所規定的簡化方法就預期信貸虧損作出撥備，即准許為所有合約資產使用全期預期虧損撥備。本集團已根據內部信貸評級及該等結餘的賬齡對個別合約資產減值進行評估，而董事認為本年度內信貸風險並無顯著增加。預期信貸虧損乃基於債務人估計年期內的過往觀察所得違約率估算，並就無需過多成本或努力即可獲得的前瞻性資料進行調整。就香港債務人而言，並無近期拖欠記錄且虧損撥備被評估為甚微。

(b) Contract liabilities

Details of contract liabilities are as follows:

		31 March 2025 2025年 3月31日 HK\$'000 千港元	31 March 2024 2024年 3月31日 HK\$'000 千港元	1 April 2023 2023年 4月1日 HK\$'000 千港元
Advances from customers for construction work	來自客戶就建築工程之墊款	399,277	264,545	344,929

23. 合約資產及合約負債 (續)

(a) 合約資產 (續)

附註：(續)

- (iii) 於報告期末，合約資產之預期收回或結算時間如下：

(b) 合約負債

合約負債詳情如下：

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24. TRADE RECEIVABLES

24. 貿易應收款項

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Trade receivables	貿易應收款項	1,604,505	967,973

Notes:

附註：

- (a) The Group generally allows a credit period of not exceeding 60 days to its customers. Interim applications for progress payments on construction contracts are normally submitted on a monthly basis and are normally settled within one month.

- (a) 本集團一般向其客戶提供不超過60日之信貸期。有關建築合約之中期進度付款申請一般按月提交及一般於一個月內結算。

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed periodically. The majority of the Group's trade receivables that are neither past due nor impaired relate to customers that have good credit quality with reference to the respective settlement history.

於接納任何新客戶前，本集團將評估潛在客戶的信貸質素及按客戶界定信貸限額。客戶應佔的限額與評級將定期審閱。根據相關結算記錄，本集團大部分並無逾期或減值的貿易應收款項均與具備良好信貸質素的客戶有關。

The ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of impairment, is as follows:

於報告期末，基於發票日期之貿易應收款項（已扣除減值）的賬齡分析列載如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Within 1 month	一個月內	1,353,968	738,492
1 to 2 months	一至兩個月	149,902	125,255
2 to 3 months	兩至三個月	37,508	24,008
Over 3 months	三個月以上	63,127	80,218
		1,604,505	967,973

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision, for all trade receivables. The Group has assessed the impairment of its trade receivables on an individual basis based on internal credit rating and ageing of these balances which, in the opinion of the Directors, had no significant increase in credit risk during the year. ECL is estimated based on historical observed default rates over the expected life of debtors and are adjusted for forward-looking information that is available without undue cost or effort. For the debtors in Hong Kong, there were no recent history of default and the loss allowance was assessed to be minimal.

本集團應用香港財務報告準則第9號所規定的簡化方法就預期信貸虧損作出撥備，即准許為所有貿易應收款項使用全期預期虧損撥備。本集團已根據內部信貸評級及該等結餘的賬齡對個別貿易應收款項減值進行評估，而董事認為本年度內信貸風險並無顯著增加。預期信貸虧損乃基於債務人估計年期內的過往觀察所得違約率估算，並就無需過多成本或努力即可獲得的前瞻性資料進行調整。就香港債務人而言，並無近期拖欠記錄且虧損撥備被評估為甚微。

- (b) Included in the trade receivables of the Group as at 31 March 2025 are amounts of HK\$84,887,000 (2024: HK\$51,242,000) in total due from other partners of joint operations.

- (b) 計入本集團於2025年3月31日的貿易應收款項中應收合營業務其他夥伴之款項總額為84,887,000港元（2024年：51,242,000港元）。

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25. 預付款項、按金及其他應收款項

			2025 HK\$'000 千港元	2024 HK\$'000 千港元
	Notes 附註			
Prepayments		預付款項	22,137	16,843
Deposits and other debtors		按金及其他應收賬項	425,790	336,115
Investment deposit and partial consideration paid for a rescinded acquisition transaction		一項已撤銷收購交易的已付投資按金及部分代價		
	(a)		11,000	11,000
Loan receivables	(b)	應收貸款	48,843	50,909
Consideration receivable	(c)	應收代價	—	45,613
Due from joint ventures	(d)	應收合營公司之款項	11,002	12,143
Due from associates	(e)	應收聯營公司之款項	360,483	475,770
Due from other partners of joint operations	(d)	應收合營業務其他夥伴之款項	45,123	32,012
Due from non-controlling equity holders of subsidiaries	(d)	應收附屬公司非控股股權持有人之款項	14,160	14,160
			938,538	994,565
Impairment allowance	(f)	減值撥備	(51,871)	(21,139)
Total prepayments, deposits and other receivables		預付款項、按金及其他應收款項總額	886,667	973,426
Portion classified as non-current assets		分類為非流動資產的部分	(3,694)	(4,113)
Current portion		流動部分	882,973	969,313

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(Continued)*

Notes:

- (a) The amount was an investment deposit and partial consideration paid in connection with the acquisition of the entire issued share capital of CCCC Development Limited (the “Target Company”).

On 4 November 2015, the Group entered into a sale and purchase agreement (the “Original Agreement”) with China Chengjian Investment Limited (the “Vendor”), pursuant to which the Group conditionally agreed to acquire and the Vendor conditionally agreed to sell the entire issued share capital of the Target Company at a cash consideration of HK\$660 million (the “Acquisition”). At the material time, the Target Company held 50% equity interest in each of the two PRC construction companies, namely 中城建第四工程局集團有限公司 (“CCCC Fourth”) and 中城建第十三工程局有限公司 (“CCCC Thirteenth”). The Target Company and the two construction companies were principally engaged in municipal construction, building construction, and construction of build-transfer, build-operate-transfer, public-private partnership projects, property development and investment in the PRC. An investment deposit and partial consideration (collectively, the “Deposit”) of HK\$198 million in total was paid to the Vendor at the original completion date of the Acquisition.

The Acquisition was subsequently rescinded on 31 March 2017 pursuant to a supplemental agreement (the “2017 Supplemental Agreement”) which was entered into between the Group and the Vendor on 25 August 2016, and was approved at the Company’s special general meeting on 31 October 2016. In accordance with the Supplemental Agreement, the Vendor shall refund the Deposit to the Group and the Group was entitled to take steps to protect its interest, including selling the shares of the Target Company in part or in whole to a third party and claiming any shortfall, loss or damages directly against the Vendor and its shareholder (as guarantor in the Acquisition) should the Vendor fail to fulfil its obligations to repay the Deposit to the Group. Further details of the Supplemental Agreement are set out in the Company’s announcement and circular dated 25 August 2016 and 30 September 2016, respectively.

The Group was able to recoup HK\$50 million as part of the refund of the Deposit, but the larger portion of the Deposit, being HK\$148 million (the “Outstanding Amount”), remained unpaid as at 31 March 2019, despite the Group’s repeated efforts to pursue the Vendor for refund.

On 19 June 2019, for the purpose of recovering the Outstanding Amount, the Group entered into two conditional sale and purchase agreements (the “Sale Agreement(s)”) with an independent third party (the “Buyer A”). In one of the Sale Agreements, the Group agreed to sell to the Buyer A the shares of a subsidiary of the Company which holds the equity interest in CCCC Thirteenth for a total consideration of HK\$74 million. The transaction was completed and the consideration was fully settled during the prior year.

25. 預付款項、按金及其他應收款項 (續)

附註：

- (a) 該金額為就收購中國城市發展有限公司 (「目標公司」) 之全部已發行股本而支付的一項投資按金及部分代價。

於2015年11月4日，本集團與中國城建投資有限公司 (「賣方」) 訂立一份買賣協議 (「原協議」)，據此，本集團有條件同意收購，而賣方有條件同意出售目標公司之全部已發行股本，現金代價為660,000,000港元 (「收購事項」)。當時，目標公司持有兩間中國建築公司，分別為中城建第四工程局集團有限公司 (「中城建第四工程局」) 及中城建第十三工程局有限公司 (「中城建第十三工程局」) 各自之50%股權。目標公司及該兩間建築公司主要於中國從事市政建築、樓宇建築、及以興建 — 移交、興建 — 營運 — 移交、公私合營項目建設、物業發展及投資。投資按金及部分代價 (統稱為「按金」) 共計198,000,000港元已於收購事項之原來完成日期支付予賣方。

根據本集團與賣方於2016年8月25日簽訂並已在本公司於2016年10月31日舉行之股東特別大會上獲批准之一份補充協議 (「2017年補充協議」)，收購事項其後於2017年3月31日遭撤銷。根據補充協議，賣方須退還按金予本集團，以及當賣方未能履行其向本集團償還按金的義務時，本集團有權採取措施以保障其權益，包括將目標公司的部分或全部股份出售予第三方，並直接向賣方及其股東 (作為收購事項的擔保人) 索賠任何差額、損失或賠償。有關補充協議的進一步詳情分別載於本公司日期為2016年8月25日的公告及2016年9月30日的通函。

本集團能收回50,000,000港元作為按金之部份退款。儘管本集團已作出多番努力向賣方追討退款，惟按金之較大部份 (即148,000,000港元) (「未償還金額」) 於2019年3月31日仍然尚未予以支付。

於2019年6月19日，就收回未償還金額而言，本集團與一名獨立第三方 (「買方A」) 訂立兩份有條件銷售及購買協議 (「銷售協議」)。於其中一份銷售協議，本集團同意向買方A出售本公司一間附屬公司 (其持有中城建第十三工程局之股權) 之股份，總代價為74,000,000港元。交易已於過往年度內完成，且代價已獲悉數償付。

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

In the second Sale Agreement, the Group agreed to sell the shares of the Target Company to the Buyer A for a maximum consideration of HK\$74.0 million. As the Group is not able to procure the equity interest in CCCC Fourth to be placed under a subsidiary of the Target Company on or before 24 June 2023 (as extended pursuant to a supplemental agreement dated 24 June 2021), the consideration was reduced to HK\$22.2 million.

On 17 October 2023, after mutually agreement, the Group and the Buyer A entered into a mediation agreement (the "Mediation Agreement"), the outstanding consideration was reduced to HK\$16.0 million.

In prior years, after taking into account the Sale Agreements and the possible reduction in consideration in the second Sale Agreement as mentioned above and the costs incurred to execute the actions and agreements, the Directors are of the view that a total of HK\$52.5 million was not expected to be recoverable out of the Outstanding Amount and hence an impairment loss against this amount was recognised in profit or loss in prior years. Pursuant to the Mediation Agreement, such impairment provision was written off as uncollectible during the year ended 31 March 2024.

On 23 January 2025, the Company entered into a supplemental agreement (the "2025 Supplemental Agreement") with the Buyer A. Under this agreement, the Buyer A is obligated to settle the outstanding consideration no later than 31 July 2025.

- (b) The loan receivables are subcontractor loans and invoice financing loans provided to independent third parties amounting to HK\$41,889,000 and HK\$6,954,000 (2024: HK\$42,040,000 and HK\$8,869,000), respectively. Such loans bear interests at rates ranging from 9% to 15% per annum (2024: 8% to 15%) and are repayable within 1 year (2024: within 1 year).

The subcontractor loans are provided to the Group's subcontractors and business partners for their working capital needs. All loans are secured by retention monies deposited with the Group by, or set off against the trade payables by the Group to, the relevant borrower subcontractors or secured by shipping vessels. No impairment was made for the years ended 31 March 2025 and 31 March 2024.

All invoice financing loans are provided to the Group's subcontractors and business partners with invoices issued by such borrowers as collateral. The Company has assessed the impairment of its loan receivables on an individual basis based on internal credit rating and ageing of these balances. ECL is estimated based on historical observed default rates of debtors and are adjusted for forward-looking information that is available without undue cost or effort. An impairment loss of HK\$5,877,000 was recognised in previous years.

25. 預付款項、按金及其他應收款項(續)

附註：(續)

(a) (續)

於第二份銷售協議，本集團同意向買方A出售目標公司之股份，最高代價為74,000,000港元。由於本集團於2023年6月24日(根據日期為2021年6月24日的補充協議獲延長)或之前未能促使中城建第四工程局之股權存至目標公司之一間附屬公司名下，其代價減少至22,200,000港元。

於2023年10月17日，經雙方協商下，本集團與買方A訂立調解協議(「調解協議」)，未償還代價減少至16,000,000港元。

於過往年度，經考慮銷售協議及上述第二份銷售協議可能發生之代價減少，以及因執行該等行動及協議而產生之成本，董事認為合共52,500,000港元之未償還金額預期不可收回，因此該金額於過往年度的損益內確認為減值虧損。根據調解協議，該減值撥備已於截至2024年3月31日止年度列為無法收回之撇賬。

於2025年1月23日，本公司與買方A訂立一份補充協議(「2025年補充協議」)。根據該協議，買方A有責任不遲於2025年7月31日前結付未付代價。

- (b) 應收貸款為提供予獨立第三方的分包商貸款及發票融資貸款，金額分別為41,889,000港元及6,954,000港元(2024年：42,040,000港元及8,869,000港元)。該等貸款按年利率介乎9%至15%(2024年：8%至15%)計息，並須於1年內償還(2024年：1年內)。

本集團向分包商及業務夥伴提供分包商貸款，以滿足其營運資金需求。所有貸款以相關借款人分包商存放於本集團的保固金作抵押，或以本集團應付相關借款人分包商的貿易應付款項作抵銷，或以船舶作抵押。截至2025年3月31日及2024年3月31日止年度並無作出減值。

本集團向分包商及業務夥伴提供發票融資貸款，並全部以相關借款人開具的發票作為抵押品。本公司已根據內部信貸評級及該等結餘的賬齡對其應收貸款減值進行個別評估。預期信貸虧損乃基於債務人的過往觀察所得違約率估算，並就無需過多成本或努力即可獲得的前瞻性資料進行調整。過往年度已確認減值虧損5,877,000港元。

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25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES *(Continued)*

Notes: *(Continued)*

- (c) At 31 March 2024, the balances represented the outstanding consideration arising from the disposal of 51% equity interest in Shijiazhuang JunJing. During the year, the consideration was received. No consideration receivable was noted as at 31 March 2025.
- (d) The amounts are unsecured, interest-free and repayable on demand. At 31 March 2025 and 2024, the loss allowance was assessed to be minimal.
- (e) The amounts due from associates are shareholders' loans extended by the Group to its associates corresponding to Group's shareholdings in the associates. Such associates engage in construction and property development projects. Providing shareholders' loans to the associates is a common way for the Group to develop its construction and property development segments in its ordinary and usual course of business. The amounts are unsecured, interest-free and repayable on demand. At 31 March 2025, the loss allowance was assessed to be HK\$30,824,000 (2024: HK\$10,040,000) considering the overall economic condition in Hong Kong.
- (f) The movement in the loss allowance for impairment of other receivables is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
At beginning of year	於年初	21,139	68,699
Impairment loss recognised	已確認減值虧損	30,824	10,040
Impairment loss reversed	減值撥回	(92)	–
Amount written off as uncollectible	撇賬為不可收回之款項	–	(57,600)
At end of year	於年末	51,871	21,139

During the year ended 31 March 2024, the decrease in the loss allowance of HK\$57,600,000 was due to the write-off of certain other receivables as disclosed in note (a) above and a profit guarantee income receivable.

25. 預付款項、按金及其他應收款項 (續)

附註：(續)

- (c) 於2024年3月31日，結餘為就出售石家莊俊景51%股權而產生的未付代價。於本年度，該代價已收取。於2025年3月31日，並無應收代價。
- (d) 該等款項為無抵押、免息及須按要求償還。於2025年及2024年3月31日，虧損撥備被評估為甚微。
- (e) 應收聯營公司之款項為本集團對應本集團於聯營公司的股權向其聯營公司提供的股東貸款。該等聯營公司從事建築及物業發展項目。向聯營公司提供股東貸款為本集團在日常及一般業務過程中發展其建築及物業發展分部的常見做法。該等款項為無抵押、免息及須按要求償還。於2025年3月31日，就香港整體經濟狀況而言，虧損撥備為HK\$30,824,000港元（2024：10,040,000港元）。
- (f) 其他應收款項減值虧損撥備的變動如下：

截至2024年3月31日止年度內，虧損撥備減少57,600,000港元，乃由於上述附註(a)所披露之若干其他應收款項之撇賬及一項溢利保證收入應收款項。

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26. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

26. 按公平值計入損益之金融資產

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	16,235	23,569

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss of the Group as at 31 March 2025 and 2024 were equity investments listed in Hong Kong and overseas and an investment contract for investment in financial products, which were classified as held for trading and stated at fair value determined based on their quoted market prices (Level 1 fair value measurement) and significant unobservable inputs (Level 3 fair value measurement).

按公平值計入損益之金融資產

於2025年及2024年3月31日，本集團按公平值計入損益之金融資產為香港及海外上市股本投資及一份於金融產品投資的投資合約，其分類為持作買賣並按基於市場報價釐定（屬第1級公平值計量）及重大不可觀察輸入數據（屬第3級公平值計量）的公平值列賬。

27. RESTRICTED CASH AND PLEDGED DEPOSITS

27. 受限制現金及已抵押存款

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Restricted cash	受限制現金	(a)	—	2,317
Pledged deposits for general banking facilities	就一般銀行融資之已抵押存款	(b)	37,446	34,718
Pledged deposits for bills payable	應付票據之已抵押存款	(c)	15,744	—
Restricted cash and pledged deposits	受限制現金及已抵押存款		53,190	37,035

Notes:

- (a) At 31 March 2024, the restricted cash placed in a designated bank to secure payment for acquiring an equipment.
- (b) At 31 March 2025, the pledged deposits amounting to HK\$37,446,000 (2024: HK\$34,718,000) have been placed in designated banks as part of the security given to secure general banking facilities granted to the Group (note 31(d)).
- (c) At 31 March 2025, the pledged deposits amounting to HK\$15,744,000 (2024: N/A) have been placed as security for bills payable.

附註：

- (a) 於2024年3月31日，受限制現金存入一間指定銀行以確保支付購買一項設備的費用。
- (b) 於2025年3月31日，本集團於指定銀行存放已抵押存款37,446,000港元（2024年：34,718,000港元），作為擔保本集團一般銀行融資之部分抵押（附註31(d)）。
- (c) 於2025年3月31日，15,744,000港元（2024年：不適用）之已抵押存款已被作為應付票據的擔保。

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28. CASH AND CASH EQUIVALENTS

28. 現金及與現金等值項目

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Cash and bank balances other than time deposits	現金及銀行結餘(不包括定期存款)	771,339	722,658
Time deposits	定期存款	471,823	267,810
Total cash and bank balances	現金及銀行結餘總額	1,243,162	990,468
Less: Restricted cash and pledged deposits (note 27)	減：受限制現金及已抵押存款(附註27)	(53,190)	(37,035)
Cash and cash equivalents	現金及與現金等值項目	1,189,972	953,433

Notes:

附註：

- (a) At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$32,656,000 (2024: HK\$39,165,000), of which HK\$31,703,000 (2024: HK\$38,579,000) in total was deposited at banks in Mainland China. The RMB is not freely convertible into other currencies, however, under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods of between 7 days and 6 months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

- (a) 於報告期末，本集團以人民幣(「人民幣」)計值之現金及銀行結餘為32,656,000港元(2024年：39,165,000港元)，當中總額為31,703,000港元(2024年：38,579,000港元)已存放於中國內地之銀行。人民幣不能自由兌換成其他貨幣，然而，根據《中華人民共和國外匯管理條例》及《結匯、售匯及付匯管理規定》，本集團可透過獲授權經營外匯業務之銀行將人民幣兌換成其他貨幣。
- (b) 銀行現金按每日銀行存款利率計算之浮動利率賺取利息。視乎本集團即時現金需求，定期存款之存款期介乎7天至6個月不等，並按有關短期定期存款利率賺取利息。銀行結餘乃存置於近期並無拖欠記錄之具信譽銀行。

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29. TRADE AND BILLS PAYABLES

29. 貿易應付款項及應付票據

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Trade payables	貿易應付款項	(a)	897,770	1,221,518
Retention payables	應付保固金	(b)	711,278	694,574
Bills payable	應付票據		42,840	—
			1,651,888	1,916,092

Notes:

附註：

- (a) The Group's trade payables are non-interest bearing and are normally settled on 30-day terms.

- (a) 本集團之貿易應付款項為免息並通常按30天期數償還。

An ageing analysis of the Group's trade payables as at the end of the reporting period, based on the invoice date, is as follows:

於報告期末，本集團之貿易應付款項以發票日期為基準計算之賬齡分析列載如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Within 1 month	一個月內	244,850	652,308
1 to 2 months	一至兩個月	133,695	111,331
2 to 3 months	兩至三個月	88,636	67,338
Over 3 months	三個月以上	430,589	390,541
		897,770	1,221,518

- (b) Retention payables held by the Group arose from the Group's construction services business and are settled to subcontractors within a period ranging from one year to three years after the completion of the contract work by the subcontractors, as stipulated in the subcontracting contracts.

- (b) 本集團所持有應付保固金乃產生自本集團之建築服務業務，並根據分包工程合約所規定，於分包商完成相關建築工程後介乎一年至三年內向分包商償付。

The due date for settlement of the Group's retention payables as at the end of the reporting period was analysed as follows:

截至報告期末，本集團應付保固金的到期日分析如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Due within one year	一年內到期	495,954	449,822
Due after one year	一年以上到期	215,324	244,752
		711,278	694,574

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29. TRADE AND BILLS PAYABLES *(Continued)*

The financial liabilities that are part of the Group's supplier finance arrangements included in trade and bills payables and bank borrowings are normally settled on 180-day terms and from 90-day to 150-day terms, respectively.

The Group has established supplier finance arrangements that are offered to some of the Group's key suppliers in Hong Kong and Mainland China and key subcontractors in Hong Kong. Participation in the arrangements is at the suppliers' own discretion. Suppliers that participate in the supplier finance arrangements will receive early payments or payments at the original due dates on invoices sent to the Group from the Group's external finance provider. If suppliers choose to receive early payments, they pay a fee to the finance provider. In order for the finance provider to pay the invoices, the goods must have been received or supplied and the invoices must have been approved by the Group. Payments to suppliers ahead of or at the invoice due date are processed by the finance provider and, in all cases, the Group settles the original invoice by paying the finance provider in line with the original invoice maturity date or at a later date as agreed with the finance provider. Payment terms with suppliers have not been renegotiated in conjunction with the arrangements. The Group provides no security to the finance provider.

29. 貿易應付款項及應付票據
(續)

計入貿易應付款項及應付票據及銀行借款及作為構成本集團供應商融資安排一部分的金融負債通常分別在180天內及90至150天內結清。

本集團已建立供應商融資安排，為本集團位於香港及中國內地的部分主要供應商及位於香港的部分主要分包商提供融資。供應商可自行決定是否參與安排。參與供應商融資安排的供應商將收到本集團外部融資提供者的提早付款或於寄發予本集團的發票之原定到期日付款。若供應商選擇提前收款，則須向融資提供者支付費用。為使融資提供者支付發票，貨物須為已予收取或供應，且發票須獲本集團批准。融資提供者會提前或於發票到期日向供應商付款，且在任何情況下，本集團會根據原定發票到期日或與融資提供者協定的較後日期向融資提供者支付款項，以結清原發票。與供應商的付款條款並未連同有關安排一起重新協商。本集團並無向融資提供者提供任何抵押。

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29. TRADE AND BILLS PAYABLES (Continued)

All financial liabilities that are part of the supplier finance arrangements are included in trade and bills payables and bank borrowings in the statement of financial position and, in which are within bills payable and the current portion of unsecured bank loans, respectively.

29. 貿易應付款項及應付票據 (續)

所有作為構成供應商融資安排一部分的金融負債均於財務狀況表中計入貿易應付款項及應付票據及銀行借款，並分別為在應付票據及無抵押銀行貸款的流動部分。

	31 March 2025 2025年 3月31日 HK\$'000 千港元	31 March 2024 2024年 3月31日 HK\$'000 千港元	1 April 2023 2023年 4月1日 HK\$'000 千港元
Carrying amount of financial liabilities that are part of the supplier finance arrangements included in: Trade and bills payables of which suppliers have received payments	42,840	—	—
Carrying amount of financial liabilities that are part of the supplier and subcontractors finance arrangements included in: Bank borrowings of which suppliers and subcontractors have received payments (note 31)	78,341	89,673	191,857

For financial liabilities that are part of the supplier finance arrangements included in trade and bills payables, there were no significant non-cash changes in the carrying amounts of these financial liabilities.

對於計入貿易應付款項及應付票據中並構成供應商融資安排一部分的金融負債，該等金融負債的賬面值並無發生重大非現金變動。

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財務報表附註

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30. OTHER PAYABLES AND ACCRUALS

30. 其他應付款項及應計款項

			2025 HK\$'000 千港元	2024 HK\$'000 千港元
	Notes 附註			
Accruals		應計款項	863,432	744,645
Deposits received		已收取之按金	5,025	5,853
Other liabilities		其他負債	58,328	80,953
Contingent considerations payable	(a)	應付或然代價	25,011	25,764
Consideration payables for the acquisition of associates		收購聯營公司之應付代價	1,516	1,516
Due to associates	(b)	應付聯營公司之款項	61,276	51,939
Due to other partners of joint operations	(b)	應付合營業務其他夥伴之款項	63,963	44,890
Due to non-controlling equity holders of subsidiaries	(b)	應付附屬公司的非控股股權持有人之款項	17,914	15,775
			1,096,465	971,335

Notes:

附註：

- (a) As part of the sale and purchase agreement, contingent considerations are payable, which was dependent on the projected profit after tax of Modern Living and its subsidiaries (the "Modern Living Group") subsequent to the acquisition. The contingent considerations payable was determined using the discounted cash flow model and was within Level 3 Fair value measurement.
- (b) The amounts are unsecured, interest-free and repayable on demand.

- (a) 作為買賣協議的一部分，應付或然代價取決於收購雅居及其附屬公司（「雅居集團」）後的預測稅後利潤。應付或然代價按折算現金流量模式釐定，屬於第3級公平值計量範圍。
- (b) 該等款項為無抵押、免息及須按要求償還。

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31. BANK BORROWINGS

31. 銀行借款

	Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Bank borrowings comprise:	銀行借款包括：		
Trust receipt loans, unsecured	信託收據貸款，無抵押	78,341	89,673
Bank loans, secured	銀行貸款，有抵押	152,997	103,364
Bank loans, unsecured	銀行貸款，無抵押	3,029,346	2,996,461
		3,260,684	3,189,498
Less: Unamortised ancillary costs incurred in connection with the arrangement of bank loans	減：就銀行貸款安排產生之未攤銷輔助性成本	(22,027)	(40,452)
Total bank borrowings	銀行借款總額	3,238,657	3,149,046
Analysed into:	分析如下：		
Repayable on demand	須按要求償還	3,235,660	1,912,112
Within one year	一年內	392	241,984
After one year, but within two years	一年後至兩年內	417	992,344
After two years, but within five years	兩年後至五年內	1,420	1,334
Beyond five years	五年以上	768	1,272
Total bank borrowings	銀行借款總額	3,238,657	3,149,046
Portion classified as current liabilities	分類為流動負債之部分	(3,236,052)	(2,154,097)
Non-current portion	非流動部分	2,605	994,949

Notes:

(a) Except for certain bank loans of approximately HK\$2,997,000 (2024: HK\$3,364,000) which are denominated in Singapore dollars ("SG\$"), the Group's bank borrowings are denominated in HK\$.

附註：

(a) 除約2,997,000港元（2024年：3,364,000港元）之若干銀行貸款以新加坡元（「新加坡元」）計值外，本集團之銀行借款均以港元計值。

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31. BANK BORROWINGS (Continued)

Notes: (Continued)

- (b) The trust receipt loans of the Group denominated in HK\$ carry interest at floating rates ranging from one-month HIBOR plus 1.4% to 1.65% (2024: one-month HIBOR plus 1.4% to 1.65%) per annum.

The bank loans of the Group denominated in HK\$ and SG\$ carry interest at floating rates ranging from one-month HIBOR plus 1.25% to 2% (2024: one-month HIBOR plus 0.8% to 2%) per annum and at fixed rates of 6.25% (2024: fixed rates from 2.18% to 6.25%) per annum, respectively.

- (c) Certain of the Group's bank borrowings contain a repayment on demand clause that provides the banks with an unconditional right to demand repayment at any time at their own discretion. Due to the repayment on demand clause, such amount of bank borrowings were classified as current liabilities and grouped into the "Repayable on demand" category as at 31 March 2025 and 2024.

At 31 March 2025, the Group did not comply with a financial covenant of bank borrowings with outstanding balances of HK\$2,358,319,000 (2024: HK\$1,091,712,000) and hence the bank borrowings were classified as current liabilities and grouped into the "Repayable on demand" category in the bank borrowings repayment analysis disclosed above. Consent waivers of non-compliance with the financial covenant have been received by the Group subsequent to the reporting period.

The expected repayment dates of the Group's bank borrowings that are grouped under "Repayment on demand" category, with reference to schedules of repayments set out in the term loan agreements, are as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Within one year	一年內	2,343,262	820,401
In the second year	第二年	892,398	315,314
In the third to fifth years, inclusive	第三至五年(包括首尾兩年)	–	776,397
		3,235,660	1,912,112

31. 銀行借款 (續)

附註：(續)

- (b) 本集團以港元計值之信託收據貸款按年利率介乎一個月香港銀行同業拆息加1.4%至1.65% (2024年：一個月香港銀行同業拆息加1.4%至1.65%) 之浮動利率之利率計息。

本集團以港元及新加坡元計值之銀行貸款分別按年利率介乎一個月香港銀行同業拆息加1.25%至2% (2024年：一個月香港銀行同業拆息加0.8%至2%) 之浮動利率及年利率為6.25%之固定利率 (2024年：固定利率2.18%至6.25%) 之利率計息。

- (c) 本集團若干銀行借款載有按要求償還條款，賦予銀行隨時自行決定要求還款的無條件權利。由於按要求償還條款，該等銀行借款於2025年及2024年3月31日被分類為流動負債並歸類為「須按要求償還」。

於2025年3月31日，本集團未能遵守餘額為2,358,319,000港元 (2024年：1,091,712,000港元) 之銀行借款的一項財務契約，故該等銀行借款被分類為流動負債並於上文披露之銀行借款償還分析中歸類為「須按要求償還」。於報告期後，本集團已接獲未能遵守該財務契約之同意豁免。

參考有期貨款協議所載還款時間表，本集團歸類為「須按要求償還」之銀行借款之預期還款日期如下：

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財務報表附註

31 March 2025
2025年3月31日

31. BANK BORROWINGS (Continued)

Notes: (Continued)

- (d) At the end of the reporting period, the following assets were pledged to secure the banking facilities granted to the Group:

			2025 HK\$'000 千港元	2024 HK\$'000 千港元
		Notes 附註		
Property, plant and equipment	物業、機器及設備	15	36,325	38,014
Investment in an insurance contract	於一項保險合約之投資		2,678	2,616
Right-of-use assets	使用權資產	16(a)	99,640	104,118
Bank deposits	銀行存款	27(b)	37,446	34,718
			176,089	179,466

In addition to the above, as at 31 March 2025 and 2024, the Group has pledged the equity interest in a wholly-owned subsidiary to secure a banking facility granted to an associate.

At 31 March 2025, a bank borrowing in the total amount of HK\$2,997,000 (2024: HK\$3,364,000) was guaranteed by a non-controlling equity holder of a subsidiary.

- (e) As at 31 March 2025 and 2024, certain loan agreements governing the bank borrowings, as the case may be, contain financial covenants, including but not limited to consolidated tangible net worth, consolidated net borrowings to consolidated tangible net worth, consolidated earnings before interests, taxes, depreciation and amortisation ("EBITDA") to consolidated interest expenses, consolidated current assets to consolidated current liabilities and the value of dividends and other income distribution in cash to shareholders of the Company with respective applicable test dates of each year until repayment or maturity.

31. 銀行借款 (續)

附註：(續)

- (d) 於報告期末，已抵押以下資產，作為本集團獲授銀行融資之擔保：

除上文外，於2025年及2024年3月31日，本集團已抵押一間全資擁有附屬公司之股權，作為一間聯營公司獲授銀行融資之擔保。

於2025年3月31日，總額為2,997,000港元（2024年：3,364,000港元）之一間銀行借款由一間附屬公司之一名非控股股權持有人擔保。

- (e) 於2025年及2024年3月31日，就銀行借款（視情況而定）的若干貸款協議載有財務契約，包括但不限於每年分別於適用測試日期的綜合有形淨值、綜合借款淨值與綜合有形淨值之比、綜合未計利息、稅項、折舊及攤銷前盈利（「EBITDA」）與綜合利息開支之比、綜合流動資產與綜合流動負債之比及向本公司股東分配的股息和其他現金收入的價值，直至償還或到期為止。

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32. DEFERRED TAX

Net deferred tax assets and liabilities recognised in the consolidated statement of financial position are as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	278	278
Deferred tax liabilities	遞延稅項負債	(1,782)	(2,163)
		(1,504)	(1,885)

The components of deferred tax assets/(liabilities) and their movements during the year are as follows:

32. 遞延稅項

於綜合財務狀況表確認之遞延稅項資產及負債淨額如下：

年內，遞延稅項資產／（負債）之組成部分及其變動如下：

		Attributable to 應佔				
		Depreciation allowances in excess of related depreciation	Tax losses	Other taxable temporary differences	Net deferred tax assets/ (liabilities) 遞延稅項 資產／(負債) 淨額	
Notes 附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
At 1 April 2023	於2023年4月1日	(19,314)	22,249	(2,181)	754	
Acquisition of subsidiaries	收購附屬公司	38	(120)	–	(96)	(216)
Deferred tax charged/(credited) to profit or loss during the year	年內扣除／(計入) 於損益之遞延稅項	12	2,575	(4,998)	–	(2,423)
At 31 March 2024 and 1 April 2024	於2024年3月31日及 2024年4月1日		(16,859)	17,251	(2,277)	(1,885)
Deferred tax charged to profit or loss during the year	年內扣除於損益之遞延稅項	12	381	–	–	381
At 31 March 2025	於2025年3月31日		(16,478)	17,251	(2,277)	(1,504)

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2025年3月31日

32. DEFERRED TAX (Continued)

Notes:

(a) At 31 March 2025, deferred tax assets have not been recognised in respect of unused tax losses of HK\$1,956,907,000 (2024: HK\$1,370,838,000) as they have been arisen in certain subsidiaries and joint operations that have been loss-making for some time and it is not assured that taxable profits will be available against which such tax losses can be utilised.

(b) Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5% or 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in the PRC.

At 31 March 2025, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC (2024: Nil). In the opinion of the Directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

(c) There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

32. 遞延稅項 (續)

附註：

(a) 於2025年3月31日，概無就未動用稅項虧損1,956,907,000港元（2024年：1,370,838,000港元）確認遞延稅項資產，因為其產生自若干附屬公司及合營業務，其已於一定時間內持續虧損，且無法確定將產生可動用抵銷有關稅項虧損之應課稅溢利。

(b) 根據中國企業所得稅法，於中國成立之外資企業向外國投資者宣派股息須徵收10%預扣稅。倘中國與有關外國投資者之司法權區訂有稅務條約，則可按較低預扣稅率徵稅。就本集團而言，適用稅率為5%或10%。因此，本集團須就於中國成立之該等附屬公司分派之股息繳交預扣稅。

於2025年3月31日，概無就本集團於中國成立之附屬公司之未轉匯盈利（須繳納預扣稅）之應付預扣稅確認遞延稅項（2024年：無）。董事認為，該等附屬公司不大可能於可見未來分派有關盈利。

(c) 本公司向股東支付股息概無所得稅影響。

33. SHARE CAPITAL

(a) Shares

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Authorised:	法定：		
5,000,000,000 ordinary shares of HK\$0.1 each	5,000,000,000 股 每股面值0.1港元之普通股	500,000	500,000
Issued and fully paid:	已發行及繳足：		
1,864,241,704 (2024: 1,785,791,847) ordinary shares of HK\$0.1 each	1,864,241,704 股 (2024年：1,785,791,847 股) 每股面值0.1港元之普通股	186,424	178,579

33. 股本

(a) 股份

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33. SHARE CAPITAL (Continued)

(a) Shares (Continued)

A summary of the movements in the Company's issued share capital and share premium account during the years ended 31 March 2025 and 2024 is as follows:

		Number of ordinary shares in issue 已發行 普通股數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總額 HK\$'000 千港元
	Note 附註				
At 1 April 2023	於2023年4月1日	1,796,231,847	179,623	739,410	919,033
Cancellation of repurchased shares (note)	註銷已購回股份 (附註)	(10,440,000)	(1,044)	(4,321)	(5,365)
At 31 March 2024 and 1 April 2024	於2024年3月31日及 2024年4月1日	1,785,791,847	178,579	735,089	913,668
Issue of shares	股份發行	95,007,857	9,501	32,303	41,804
Cancellation of repurchased shares (note)	註銷已購回股份 (附註)	(16,558,000)	(1,656)	(5,923)	(7,579)
At 31 March 2025	於2025年3月31日	1,864,241,704	186,424	761,469	947,893

33. 股本 (續)

(a) 股份 (續)

於截至2025年及2024年3月31日止年度，本公司已發行股本及股份溢價賬之變動概要如下：

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2025年3月31日

33. SHARE CAPITAL (Continued)

(a) Shares (Continued)

Note: During the year, the Company repurchased 22,130,000 (2024: 10,440,000) ordinary shares in total on the Stock Exchange at an aggregate consideration of approximately HK\$10,045,000 (2024: HK\$5,365,000) and 16,558,000 (2024: 10,440,000) ordinary shares were subsequently cancelled before the year end date. The premium of approximately HK\$5,923,000 (2024: HK\$4,321,000) paid over the nominal value on the repurchases of these shares was debited to the share premium account. The consideration paid on the repurchase of 5,572,000 ordinary shares not yet cancelled as at 31 March 2025 was debited to the treasury shares. These 5,572,000 ordinary shares, together with the 1,530,000 ordinary shares repurchased by the Company for an aggregate consideration of approximately HK\$684,060 after the reporting period in April 2025, were cancelled by the Company in June 2025. The repurchases were effected by the Directors with a view to benefiting the shareholders of the Company as a whole by enhancing the Company's net asset value and earnings per share. Details of the repurchases are summarised as follows:

Year ended 31 March 2025

Months of repurchases 購回月份		Number of ordinary shares repurchased 已購回 普通股數目	Purchase price paid per share 每股已付購買價		Aggregate consideration paid 已付 總代價 HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
April 2024	2024年4月	3,460,000	0.48	0.47	1,650
June 2024	2024年6月	1,464,000	0.46	0.46	673
July 2024	2024年7月	4,724,000	0.46	0.44	2,142
August 2024	2024年8月	3,388,000	0.455	0.44	1,523
September 2024	2024年9月	2,050,000	0.45	0.45	923
October 2024	2024年10月	1,472,000	0.46	0.45	668
December 2024	2024年12月	2,296,000	0.445	0.44	1,013
January 2025	2025年1月	1,722,000	0.45	0.435	756
February 2025	2025年2月	974,000	0.465	0.44	438
March 2025	2025年3月	580,000	0.465	0.44	259
		22,130,000			10,045

33. 股本 (續)

(a) 股份 (續)

附註：於本年度內，本公司以總代價約10,045,000港元（2024年：5,365,000港元）於聯交所購回合共22,130,000股（2024年：10,440,000股）普通股，且16,558,000股（2024年：10,440,000股）普通股其後已於年結日之前註銷。購回該等股份時支付之超過賬面值的溢價約5,923,000港元（2024年：4,321,000港元）已於股份溢價賬中扣除。於2025年3月31日購回但尚未註銷之5,572,000股普通股所支付之代價已於庫存股份中扣除。該等5,572,000股普通股，連同本公司於2025年4月報告期後以總代價約684,060港元購回的1,530,000股普通股，已於2025年6月由本公司註銷。有關購回由董事進行，旨在透過提高本公司資產淨值及每股盈利致令本公司股東整體受惠。購回詳情概述如下：

截至2025年3月31日止年度

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33. SHARE CAPITAL (Continued)

(a) Shares (Continued)

Note: (Continued)

Year ended 31 March 2024

Months of repurchases	Number of ordinary shares repurchased	Purchase price paid per share		Aggregate consideration paid	
		每股已付購買價			
		Highest	Lowest		
購回月份	普通股數目	最高 HK\$ 港元	最低 HK\$ 港元	總代價 HK\$'000 千港元	
July 2023	2023年7月	1,530,000	0.50	0.50	765
August 2023	2023年8月	3,144,000	0.53	0.49	1,630
September 2023	2023年9月	1,652,000	0.52	0.50	857
October 2023	2023年10月	2,820,000	0.52	0.51	1,461
November 2023	2023年11月	774,000	0.52	0.51	402
February 2024	2024年2月	520,000	0.48	0.47	250
		10,440,000			5,365

(b) Shares held under a share award scheme

Details of the Company's restricted share award scheme and the shares held under the scheme are included in note 34 to the financial statements.

(c) Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 35 to the financial statements.

33. 股本 (續)

(a) 股份 (續)

附註：(續)

截至2024年3月31日止年度

(b) 根據股份獎勵計劃持有的股份

本公司受限制股份獎勵計劃及根據該計劃持有的股份之詳情載於財務報表附註34。

(c) 購股權

本公司購股權計劃及根據計劃發行之購股權之詳情載於財務報表附註35。

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34. SHARE AWARD SCHEME

The Board approved the adoption of a restricted share award scheme (the "Share Award Scheme") with effect from 1 August 2017 (the "Adoption Date"). The purposes of the Share Award Scheme are to encourage and retain the selected participants (the "Selected Participant(s)"), including directors of the Company, to work with the Company and to provide incentives for them to achieve performance goals with a view to achieving the objectives of increasing the value of the Company and aligning the interests of the Selected Participants directly with those of the shareholders of the Company through ownership of shares of the Company. Unless otherwise early terminated by the resolution of the Board, the Share Award Scheme is valid and effective for a period of 10 years from the Adoption Date.

The Share Award Scheme is operated through a trustee which is independent of the Group. The shares to be awarded under the Share Award Scheme will be acquired by the trustee from the open market after the notification and instruction by the Company. The trustee shall not hold more than 10% of the total number of issued Shares of the Company.

All share awards granted on 2 August 2017 were vested on 2 August 2018 and there were no share awards outstanding under the Share Award Scheme as at 31 March 2025 and 2024.

The movements of the Company's shares held under the Share Award Scheme account (not yet granted) during the years ended 31 March 2025 and 2024 are as follows:

		Number of ordinary shares held under share award scheme account 根據股份獎勵 計劃賬目下持有 的普通股數目	Amount 金額 HK\$'000 千港元
At 1 April 2023, 31 March 2024, 1 April 2024 and 31 March 2025	於2023年4月1日、2024年3月31日、 2024年4月1日及2025年3月31日	12,452,000	10,643

34. 股份獎勵計劃

董事局已批准採納受限制股份獎勵計劃（「股份獎勵計劃」），自2017年8月1日（「採納日期」）起生效。該股份獎勵計劃的宗旨是鼓勵及挽留選定參與者（「選定參與者」）（包括本公司董事）任職於本公司，並向彼等提供達到表現目標的激勵，以實現增加本公司價值及令選定參與者利益透過擁有本公司股份直接與本公司股東利益一致的目標。除非董事局決議案提前終止，否則股份獎勵計劃自採納日期起計10年期間有效及生效。

股份獎勵計劃透過一名獨立於本集團的受託人營運。根據股份獎勵計劃授出的股份將由受託人於收到本公司通知及指示後自公開市場上購入。受託人所持股份應不超過持有本公司已發行股份總數之10%。

於2017年8月2日授出之股份獎勵已全數於2018年8月2日歸屬，而於2025年及2024年3月31日，股份獎勵計劃下概無尚未行使之股份獎勵。

截至2025年及2024年3月31日止年度，本公司根據股份獎勵計劃賬目下持有的股份（尚未授出）之變動如下：

31 March 2025

2025年3月31日

35. SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed on 3 September 2012, the Company has adopted a share option scheme (the “Share Option Scheme”) for the primary purpose of providing eligible personnel with the opportunity to acquire proprietary interests in the Company, which will encourage the grantees of such options to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Board will set out in the offer the terms on which the option is to be granted. Such terms may include (i) minimum performance targets that must be reached before the option can be exercised in whole or in part; and/or (ii) such other terms (including the vesting period) as may be imposed at the discretion of the Board either on a case-by-case basis or generally.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company (if any) must not exceed 30% of the ordinary shares in issue from time to time (the “Share Option Scheme Limit”). No options will be granted under the Share Option Scheme at any time if such grant will result in the Share Option Scheme Limit being exceeded.

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and all other share option schemes of the Company (if any) shall not exceed 10% of the ordinary shares in issue as at the date of approval of the Share Option Scheme (the “Share Option Scheme Mandate Limit”), subject to the refreshment of the Share Option Scheme Mandate Limit. Options which have lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company shall not be counted for the purpose of calculating the Share Option Scheme Mandate Limit.

The total number of shares issued and to be issued upon exercise of the options granted to any eligible personnel (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the shares in issue without prior approval from the shareholders. An offer of the options shall be deemed to have been accepted by way of consideration of HK\$1 payable by the eligible personnel within 30 days from the date of offer.

35. 購股權計劃

根據於2012年9月3日通過之普通決議案，本公司已採納一項購股權計劃（「購股權計劃」）。主要目的是為合資格參與人士提供購入本公司擁有權之機會，並鼓勵購股權之承授人努力工作以提升本公司及其股份之價值，從而令本公司及其股東整體得益。董事局將於提出要約時列出授予購股權之條款。該等條款可包括(i)於購股權可全部或局部行使前最低限度須達致之表現目標；及／或(ii)董事局按個別情況或一般情況酌情施加之其他條款（包括歸屬期）。

按購股權計劃及本公司之其他購股權計劃（如有）已授出而尚未行使之購股權獲全數行使時所發行之股份總數，以不超過不時已發行普通股之30%（「購股權計劃上限」）為限。在任何時候，倘若授出購股權會導致超逾購股權計劃上限，則不得根據購股權計劃授出任何購股權。

按購股權計劃及本公司之所有其他購股權計劃（如有）將授出之全數購股權獲行使時所發行之股份總數，以不超過於批准購股權計劃當日已發行普通股之10%（「購股權計劃授權上限」）為限，惟購股權計劃授權上限可作出更新。凡按照購股權計劃或本公司之任何其他購股權計劃條款已告期滿失效之購股權均不計算入購股權計劃授權上限之內。

於任何12個月期間內，按授予任何一位合資格參與人士之購股權（包括已行使及尚未行使之購股權）獲行使而巳發行及將發行之股份總數，倘未獲得股東事先批准，不得超過已發行股份之1%。如該合資格參與人士於提出要約日期起計30日內繳付1港元之代價，即被視作接納有關購股權。

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35. SHARE OPTION SCHEME (Continued)

Where any grant of options to a substantial shareholder or an independent non-executive director, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of grant (i) representing in aggregate over 0.1% of the shares in issue; and (ii) having an aggregate value, based on the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the relevant date of grant, in excess of HK\$5 million, such further grant of options must be approved by the shareholders.

The subscription price shall be such price determined by the Board in its absolute discretion and will be notified to the eligible personnel in the offer and shall be no less than the highest of:

- (i) the closing price of a share as stated in the daily quotations sheets issued by the Stock Exchange on the date of grant;
- (ii) the average of the closing prices of a share as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the date of grant; and
- (iii) the nominal value of a share on the date of grant.

The Share Option Scheme is valid and effective for a period of 10 years commencing on the adoption date of 3 September 2012 and expired on 2 September 2022, after which no further share options shall be offered or granted but the share options granted prior to the expiry date shall continue to be valid and exercisable in accordance with the provisions of the Share Option Scheme.

35. 購股權計劃(續)

倘若向某位主要股東或獨立非執行董事或彼等各自之任何聯繫人士授出購股權，而將會導致於授出日期之前12個月期間(包括該日在內)按已授予及將授予該人士之全數購股權(包括已行使、已註銷及尚未行使之購股權)獲行使而已發行及將發行之股份：(i)總數佔已發行股份之0.1%以上；及(ii)按於相關授出日期聯交所發佈之每日報價表上註明之股份收市價計算之總值超過5,000,000港元，則上述進一步授出購股權事宜須獲股東批准後，方可進行。

認購價應由董事局全權酌情釐定並將在要約內通知合資格參與人士，而且不得低於下列之最高者：

- (i) 於授出日期聯交所發佈之每日報價表上註明之股份收市價；
- (ii) 於緊接授出日期之前5個營業日內聯交所發佈之每日報價表上註明之股份收市價之平均數；及
- (iii) 於授出日期股份之面值。

購股權計劃於採納日期(即2012年9月3日)起計10年內有效及生效且於2022年9月2日失效，其後不得進一步要約或授出購股權，惟於失效日期前已授出的購股權將根據購股權計劃的條文繼續有效及可予行使。

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35. SHARE OPTION SCHEME (Continued)

Details of the movements in share options granted under the Share Option Scheme are as follows:

Year ended 31 March 2025

35. 購股權計劃 (續)

根據購股權計劃授出的購股權變動詳情如下：

截至2025年3月31日止年度

Category of eligible participants	Date of grant	Exercise period	Exercise price per option 每份購股權行使價 HK\$ 港元	Number of share options 購股權數目			
				Outstanding as at 1 April 2024 於2024年4月1日	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Outstanding as at 31 March 2025 於2025年3月31日
				尚未行使			尚未行使
合資格參與者之類別	授出日期	行使期					
Executive directors 執行董事	31/3/2022	31/3/2023–30/3/2026	0.60	3,600,000	–	–	3,600,000
		31/3/2024–30/3/2026	0.60	3,600,000	–	–	3,600,000
		31/3/2025–30/3/2026	0.60	4,800,000	–	(1,200,000)	3,600,000
Non-executive directors 非執行董事	31/3/2022	31/3/2023–30/3/2026	0.60	600,000	–	–	600,000
		31/3/2024–30/3/2026	0.60	600,000	–	–	600,000
		31/3/2025–30/3/2026	0.60	800,000	–	–	800,000
Independent non-executive directors 獨立非執行董事	31/3/2022	31/3/2023–30/3/2026	0.60	1,200,000	–	–	1,200,000
		31/3/2024–30/3/2026	0.60	1,200,000	–	–	1,200,000
		31/3/2025–30/3/2026	0.60	1,600,000	–	–	1,600,000
Employees 僱員	31/3/2022	31/3/2023–30/3/2026	0.60	6,000,000	–	(300,000)	5,700,000
		31/3/2024–30/3/2026	0.60	6,000,000	–	(300,000)	5,700,000
		31/3/2025–30/3/2026	0.60	8,000,000	–	(400,000)	7,600,000
				38,000,000	–	(2,200,000)	35,800,000
Number of options exercisable at the end of the reporting period	於報告期末可行使之購股權數目			35,800,000			
Weighted average exercise price (HK\$ per share)	加權平均行使價(港元(每股))			0.60	N/A 不適用	N/A 不適用	0.60

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35. SHARE OPTION SCHEME (Continued)

Year ended 31 March 2024

35. 購股權計劃(續)

截至2024年3月31日止年度

Category of eligible participants	Date of grant	Exercise period	Exercise price per option 每份購股權行使價 HK\$ 港元	Number of share options 購股權數目			
				Outstanding as at 1 April 2023 於2023年4月1日	Granted during the year 年內已授出	Lapsed during the year 年內已失效	Outstanding as at 31 March 2024 於2024年3月31日
				尚未行使			尚未行使
合資格參與者之類別	授出日期	行使期					
Executive directors 執行董事	31/3/2022	31/3/2023–30/3/2026	0.60	3,600,000	–	–	3,600,000
		31/3/2024–30/3/2026	0.60	3,600,000	–	–	3,600,000
		31/3/2025–30/3/2026	0.60	4,800,000	–	–	4,800,000
Non-executive directors 非執行董事	31/3/2022	31/3/2023–30/3/2026	0.60	600,000	–	–	600,000
		31/3/2024–30/3/2026	0.60	600,000	–	–	600,000
		31/3/2025–30/3/2026	0.60	800,000	–	–	800,000
Independent non-executive directors 獨立非執行董事	31/3/2022	31/3/2023–30/3/2026	0.60	1,200,000	–	–	1,200,000
		31/3/2024–30/3/2026	0.60	1,200,000	–	–	1,200,000
		31/3/2025–30/3/2026	0.60	1,600,000	–	–	1,600,000
Employees 僱員	31/3/2022	31/3/2023–30/3/2026	0.60	6,000,000	–	–	6,000,000
		31/3/2024–30/3/2026	0.60	6,000,000	–	–	6,000,000
		31/3/2025–30/3/2026	0.60	8,000,000	–	–	8,000,000
				38,000,000	–	–	38,000,000
Number of options exercisable at the end of the reporting period	於報告期末可行使之購股權數目						38,000,000
Weighted average exercise price (HK\$ per share)	加權平均行使價(港元(每股))			0.60	N/A 不適用	N/A 不適用	0.60

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35. SHARE OPTION SCHEME (Continued)

Notes:

- (a) The vesting period, which is the period from the date of grant to the first exercisable date, of the share options granted is determined by directors of the Company at each time when the options are granted. Holders of share options granted under the Share Option Scheme may only exercise their options during the exercisable periods as follows:

Date of grant 授出日期	Exercise period 行使期	Maximum percentage of share options exercisable	佔可行使購股權 之最高百分比
31/3/2022	31/3/2023–30/3/2024	up to 30%	不超過30%
	31/3/2024–30/3/2025	up to 60%	不超過60%
	31/3/2025–30/3/2026	up to 100%	不超過100%

- (b) The fair value of the share options granted during the year ended 31 March 2022 was HK\$4,177,000 (approximately HK\$0.11 each), of which the Group recognised a share option expenses of HK\$540,000 (2024: HK\$1,183,000) during the year ended 31 March 2025. There were 1,200,000 shares of a director and 1,000,000 shares of an employee amounted to HK\$121,000 and HK\$105,000, respectively, lapsed during the year.

- (c) At the end of the reporting period, the Company had 35,800,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 35,800,000 additional ordinary shares of the Company and additional share capital of HK\$21,480,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 34,000,000 share options outstanding under the Scheme, which represented approximately 1.83% of the Company's shares in issue as at that date.

35. 購股權計劃 (續)

附註：

- (a) 已授出購股權之歸屬期(授出日期至首個可行使日期期間)乃由本公司董事於授出各購股權時釐定。根據購股權計劃授出之購股權之持有人僅可於以下行使期內行使其購股權：

- (b) 截至2022年3月31日止年度授出的購股權的公平值為4,177,000港元(約每股0.11港元)，其中本集團於截至2025年3月31日止年度確認的購股權開支為540,000港元(2024年：1,183,000港元)。於本年度，一名董事的1,200,000股股份及一名僱員的1,000,000股股份失效，金額分別為121,000港元及105,000港元。

- (c) 於報告期末，本公司於該計劃下有35,800,000份尚未行使的購股權。根據本公司目前的資本架構，倘該等尚未行使的購股權獲悉數行使，將導致發行35,800,000股本公司額外普通股，並產生額外股本21,480,000港元(未計及發行開支)。

於此等財務報表獲批准當日，本公司於該計劃下有34,000,000份尚未行使的購股權，佔該日本公司已發行股份的約1.83%。

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36. RESERVES

- (a) The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.
- (b) The capital reserve mainly includes:
 - (i) a debit balance of HK\$7,340,000 recognised in prior years, which represented the aggregate amount of the non-voting deferred share capital of Chun Wo Construction and Engineering Company Limited, a wholly-owned subsidiary of the Group, and the difference between the nominal amount of the share capital issued by the Company and the aggregate nominal amount of the share capital of the subsidiaries acquired pursuant to a group reorganisation undertaken in 1993.
 - (ii) the amount of profit capitalisation upon allotment of share capital of Chun Wo Foundations Limited (a wholly-owned subsidiary) during the year ended 31 March 1997.
 - (iii) a deemed contribution of HK\$6,961,000 recognised upon the acquisition of a 40% interest in Clover Peak Limited ("CPL") from a controlling shareholder of the Company during the year ended 31 March 2020, which represented the difference between the consideration paid and the acquisition-date fair value of the net assets of CPL attributable to the Group.

36. 儲備

- (a) 本集團於本年度及過往年度之儲備金額及其變動於綜合股東權益變動表呈列。
- (b) 資本儲備主要包括：
 - (i) 於過往年度確認之借項結餘7,340,000港元，即俊和建築工程有限公司（本集團全資擁有附屬公司）之無投票權遞延股本，以及本公司發行之股本面值與依據1993年集團重組而購入之附屬公司股本總面值兩者差額之總額。
 - (ii) 於截至1997年3月31日止年度配發俊和地基工程有限公司（一間全資擁有附屬公司）之股本時資本化之溢利。
 - (iii) 因於截至2020年3月31日止年度向本公司一名控股股東收購Clover Peak Limited（「CPL」）之40%權益而確認之被視作注資6,961,000港元，相當於已付代價與收購日期本集團應佔CPL資產淨值之公平值之差額。

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36. RESERVES (Continued)

(b) (Continued)

- (iv) a gain of HK\$4,615,000 recognised upon the disposal of a 5% interest in the Relevant Subsidiary to an independent third party during the year ended 31 March 2022, which represented the difference between the consideration received of HK\$6,000,000 and 5% net assets value of the Relevant Subsidiary attributable to the Group of HK\$1,385,000 as at the disposal date.
- (v) a gain of HK\$4,473,000 recognised upon the disposal of a 2.5% interest in the Relevant Subsidiary to an associate during the year ended 31 March 2024, which represented the difference between the consideration received of HK\$5,000,000 and 2.5% net assets value of the Relevant Subsidiary attributable to the Group of HK\$527,000 as at the disposal date.
- (vi) a gain of HK\$17,213,000 recognised upon the disposal of a 21% interest in the Modern Living to independent third parties during the year, which represented the difference between the consideration received of HK\$50,400,000 and 21% net asset value of the Modern Living attributable to the Group of HK\$33,187,000 as at disposal date.

36. 儲備 (續)

(b) (續)

- (iv) 於截至2022年3月31日止年度向獨立第三方出售於相關附屬公司5%權益後確認的收益4,615,000港元，相當於已收代價6,000,000港元與本集團於出售日期應佔相關附屬公司5%的資產淨值1,385,000港元之間的差額。
- (v) 於截至2024年3月31日止年度向一間聯營公司出售於相關附屬公司2.5%權益後確認的收益4,473,000港元，相當於已收代價5,000,000港元與本集團於出售日期應佔相關附屬公司2.5%的資產淨值527,000港元之間的差額。
- (vi) 本年度向獨立第三方出售雅居21%權益時，確認收益為17,213,000港元，該金額為所收取代價50,400,000港元與本集團於出售日期應佔雅居21%的資產淨值33,187,000港元之間的差額。

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37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 March 2025, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$75,090,000 (2024: HK\$25,178,000) and HK\$75,090,000 (2024: HK\$25,178,000), respectively, in respect of lease arrangements for various assets.

Save as disclosed above, the Group did not have other major non-cash transactions of investing and financing activities during the years ended 31 March 2025 and 2024.

(b) Changes in liabilities arising from financing activities

Year ended 31 March 2025

		Notes 附註	Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2024	於2024年4月1日		3,149,046	53,082
Changes from financing cash flows	融資現金流量之變動		(122,687)	(36,437)
New leases	新租賃		–	75,710
Early termination of leases	提前終止租賃		–	(1,882)
Interest expense	利息開支	8	193,870	2,406
Amortisation of ancillary costs incurred in connection with the arrangement of bank loans	有關銀行貸款安排產生之輔助性成本之攤銷	8	18,426	–
Exchange realignment	匯兌調整		2	(28)
At 31 March 2025	於2025年3月31日		3,238,657	92,851

37. 綜合現金流量表之附註

(a) 重大非現金交易

於截至2025年3月31日止年度內，本集團有關各項資產租賃安排之使用權資產及租賃負債之非現金添置分別為75,090,000港元（2024年：25,178,000港元）及75,090,000港元（2024年：25,178,000港元）。

除上文所披露者外，於截至2025年及2024年3月31日止年度內，本集團並未有其他重大投資及融資活動之非現金交易。

(b) 融資活動所產生之負債變動

截至2025年3月31日止年度

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37. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

Year ended 31 March 2024

		Notes 附註	Bank borrowings 銀行借款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元
At 1 April 2023	於2023年4月1日		2,760,969	61,409
Changes from operating cash flows	經營現金流量之變動		(1,800)	—
Changes from investing cash flows	投資現金流量之變動	38	—	2,120
Changes from financing cash flows	融資現金流量之變動		192,640	(37,243)
New leases	新租賃		—	25,178
Early termination of leases	提前終止租賃		—	(677)
Interest expense	利息開支	8	176,030	2,299
Amortisation of ancillary costs incurred in connection with the arrangement of bank loans	有關銀行貸款安排產生之輔助性成本之攤銷	8	21,282	—
Exchange realignment	匯兌調整		(75)	(4)
At 31 March 2024	於2024年3月31日		3,149,046	53,082

During the year ended 31 March 2024, changes from financing cash flows related to bank borrowings and lease liabilities included amounts of HK\$5,626,000 and HK\$83,000, respectively, associated with a disposal group classified as held for sale as at 31 March 2023.

於截至2024年3月31日止年度內，於2023年3月31日分類為持作銷售之一間出售集團相關，並就銀行借款及租賃負債有關的融資現金流量變動之金額，分別為5,626,000港元及83,000港元。

(c) Total cash outflow for leases

The total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Within operating activities	呈列於經營活動中	105,361	71,694
Within financing activities	呈列於融資活動中	36,437	37,326
		141,798	109,020

37. 綜合現金流量表之附註 (續)

(b) 融資活動所產生之負債變動 (續)

截至2024年3月31日止年度

(c) 租賃現金流出總額

計入綜合現金流量表之租賃現金流出總額如下：

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38. BUSINESS COMBINATIONS

The Group had the following business combinations during the years ended 31 March 2025 and 2024:

Year ended 31 March 2025

On 2 December 2024, an indirect wholly-owned subsidiary of the Company (the "Purchaser") and Yan Trade (BVI) Holding Limited (the "Vendor"), an independent third party of the Group, entered into a sale and purchase agreement, pursuant to which the Vendor conditionally agreed to sell, and the Purchaser conditionally agreed to purchase, 51% of the total issued share capital of Manbond Supply Chain (HK) Company Limited ("Manbond HK"). The consideration shall be settled by allotment and issuance of 95,007,857 consideration shares of the Company to Yan's Family (BVI) Holdings Limited (the "Designated Entity"), at the issue price of HK\$0.50 per share, amounts to HK\$47,503,928.50. Manbond HK and its subsidiaries (the "Manbond Group") is principally engaged in provision of construction material procurement.

Completion of the acquisition took place on 20 December 2024 and 95,007,857 new shares of the Company were allotted and issued to the Designated Entity in accordance with the terms and conditions of the sale and purchase agreement on completion date. Upon completion, the Company indirectly owns 51% of the issued share capital of Manbond HK and Manbond HK has become a non-wholly owned subsidiary of the Company.

Further details of the acquisition are set out in the announcements of the Company dated 2 December 2024, 13 December 2024 and 20 December 2024.

Year ended 31 March 2024

On 26 January 2024, an indirect wholly-owned subsidiary of the Company (the "Offeror", as purchaser) and R5A Group Limited and 3 vendors (together as the "Vendors"), independent third parties of the Group, respectively, notwithstanding the Vendors are deemed to be parties acting in concert with the Offeror pursuant to the Hong Kong Code on Takeovers and Mergers (the "Takeovers Code"), entered into a Sale and Purchase Agreement, pursuant to which the Vendors conditionally agreed to sell, and the Offeror conditionally agreed to purchase, 473,870,000 shares ("Sale Share") of Modern Living, the issued ordinary shares of which are listed on GEM of The Stock Exchange, which represents approximately 59.23% of the issued share capital in Modern Living. The consideration shall be in the maximum of HK\$165,854,500 (equivalent to HK\$0.35 per Sale Share). Modern Living Group is principally engaged in provision of property management services of public housing and subsidised housing in Hong Kong.

38. 業務合併

本集團於截至2025年及2024年3月31日止年度有以下業務合併：

截至2025年3月31日止年度

於2024年12月2日，本公司一間間接全資附屬公司（「買方」）與本集團之一間獨立第三方Yan Trade (BVI) Holding Limited（「賣方」）訂立一份買賣協議，據此，賣方有條件同意出售而買方有條件同意購買萬邦供應鏈（香港）有限公司（「萬邦香港」）已發行股本總額之51%。代價將以配發及發行95,007,857股本公司代價股份予Yan's Family (BVI) Holdings Limited（「指定實體」）之方式支付，發行價為每股0.50港元，合共47,503,928.50港元。萬邦香港及其附屬公司（「萬邦集團」）主要從事提供建築材料採購。

收購事項已於2024年12月20日完成，而本公司已於完成日期根據買賣協議的條款及條件配發及發行95,007,857股新股份予指定實體。完成後，本公司間接擁有萬邦香港已發行股本的51%，而萬邦香港成為本公司的一間非全資附屬公司。

有關收購事項的進一步詳情載於本公司日期為2024年12月2日、2024年12月13日及2024年12月20日的公告。

截至2024年3月31日止年度

於2024年1月26日，本公司的一間間接全資附屬公司（「要約人」，為買方）與R5A Group Limited及3名賣方（統稱「賣方」）（儘管根據香港公司收購及合併守則（「收購守則」）賣方被視為與要約人一致行動之人士，彼等各自為本集團之獨立第三方）訂立一份買賣協議，據此，賣方有條件同意出售及要約人有條件同意收購雅居（其已發行普通股於聯交所GEM上市）的473,870,000股股份（「待售股份」），佔雅居已發行股本約59.23%。代價應為最多為165,854,500港元（相當於每股待售股份0.35港元）。雅居集團主要從事提供物業管理服務，服務對象主要為香港的公營房屋及資助房屋。

31 March 2025

2025年3月31日

38. BUSINESS COMBINATIONS (Continued)**Year ended 31 March 2024** (Continued)

Completion of acquisition took place on 21 February 2024 and HK\$136,854,500 was paid to the Vendors in accordance with the terms and conditions of the sale and purchase agreement on completion date. Following the completion, the Offeror holds approximately 59.23% of the total issued share capital of Modern Living and Modern Living became an indirectly non-wholly-owned subsidiary of the Company.

The remaining balance of HK\$29,000,000 (with the fair value of HK\$25,764,000 at acquisition date) shall be paid pursuant to the terms and conditions of profit guarantee as set out in the sale and purchase agreement above. The contingent considerations which are measured at fair value through profit or loss.

Further details of the acquisition are set out in the joint announcements of the Company and Modern Living dated 31 January 2024 and 21 February 2024.

Following the completion, the Offeror was required under Rule 26.1 of the Takeovers Code to make a mandatory unconditional cash offer (i.e. the Share Offer) for all the issued shares of Modern Living (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) (the "Offer Shares"). On 5 March 2024, the Offeror and Modern Living jointly issued a composite document (the "Composite Document") in relation to, among others, the Share Offer.

On 26 March 2024, the Offeror received valid acceptance of a total of 213,779,500 Offer Shares under the Share Offer, representing approximately 26.72% of the entire issued share capital of Modern Living.

Immediately after the close of the Share Offer, the Offeror and parties in concert with it (exclude the Vendors) is interested in an aggregate of 687,649,500 shares of Modern Living, representing approximately 85.96% of the total issued share capital of Modern Living.

Further details of the Share Offer and the Result of the Share Offer were set out in the Composite Document and announcement of the Company and Modern Living dated 5 March 2024 and 26 March 2024.

38. 業務合併 (續)**截至2024年3月31日止年度** (續)

收購事項已於2024年2月21日完成，並已根據買賣協議之條款及條件於完成日期向賣方支付136,854,500港元。緊隨完成交易後，要約人持有雅居全部已發行股本約59.23%，而雅居成為本公司的間接非全資附屬公司。

餘額29,000,000港元(於收購日期公平值為25,764,000港元)應根據上述之買賣協議之溢利保證之條款及條件支付。或然代價為按公平值計入損益。

更多有關收購事項的詳情載於本公司與雅居日期為2024年1月31日及2024年2月21日之聯合公告。

於完成交易後，要約人須根據收購守則規則26.1就雅居全部已發行股份作出強制無條件現金要約(即股份要約)(已由要約人及其一致行動人士擁有或同意將予收購者除外(「要約股份」))。於2024年3月5日，要約人與雅居就(其中包括)股份要約聯合刊發綜合文件(「綜合文件」)。

於2024年3月26日，要約人已接獲涉及股份要約項下合共213,779,500股要約股份之有效接納，相當於雅居全部已發行股本約26.72%。

緊隨股份要約截止後，要約人及其一致行動人士(賣方除外)於合共687,649,500股雅居股份中擁有權益，佔雅居全部已發行股本約85.96%。

更多有關股份要約及股份要約結果的詳情載於本公司與雅居日期為2024年3月5日及2024年3月26日之綜合文件及公告。

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2025年3月31日

38. BUSINESS COMBINATIONS (Continued)

The fair value of the identifiable assets and liabilities of acquired entities as at the date of acquisition were as follows:

38. 業務合併 (續)

被收購實體於收購日期之可識別資產及負債的公平值如下：

		Notes 附註	2025 HK\$'000 千港元	2024 HK\$'000 千港元
Property, plant and equipment	物業、機器及設備	15	216	1,161
Right-of-use assets	使用權資產	16(a)	–	2,024
Inventories	存貨		21,233	–
Investment in an insurance contract	於一項保險合約之投資		–	2,600
Trade receivables	貿易應收款項		20,560	70,510
Contract assets	合約資產		–	8,650
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		42,480	5,764
Restricted cash and pledged deposits	受限制現金及已抵押存款		11,404	34,570
Cash and cash equivalents	現金及與現金等值項目		9,788	86,186
Income tax recoverable	可退回所得稅		–	83
Trade and bills payables	貿易應付款項及應付票據		(63,997)	(132)
Other payables and accruals	其他應付款項及應計款項		(958)	(51,093)
Income tax payables	應繳所得稅		(1,795)	–
Lease liabilities	租賃負債	16(b)	–	(2,120)
Deferred tax liabilities	遞延稅項負債	32	–	(216)
Total identifiable net assets at fair value	按公平值計量之可識別淨資產總額		38,931	157,987
Non-controlling interests	非控股權益		(19,076)	(22,182)
Goodwill on acquisition	收購之商譽	17	21,949	101,636
			41,804	237,441
Satisfied by:	支付方式：			
Cash	現金		–	211,677
Consideration shares	代價股份		41,804	–
Other payables	其他應付款項		–	25,764
			41,804	237,441

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38. BUSINESS COMBINATIONS (Continued)

An analysis of the net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of subsidiaries is as follows:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Cash consideration	現金代價	–	(211,677)
Cash and bank balances acquired	所收購現金及銀行結餘	9,788	120,756
Net inflow/(outflow) of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及與現金等值項目之流入／(流出)淨額	9,788	(90,921)

Since the acquisition, the acquired entities contributed HK\$41,271,000 (2024: HK\$34,173,000) to the Group's revenue and incurred a profit of HK\$2,363,000 (2024: HK\$4,704,000) for the year ended 31 March 2025.

Had the above business combination taken place at the beginning of the year ended 31 March 2025, the Group's loss for the year would have been HK\$244,653,000 (2024: profit of HK\$99,699,000) and the Group's revenue would have been HK\$9,218,699,000 (2024: HK\$9,095,446,000).

38. 業務合併 (續)

收購附屬公司之現金及與現金等值項目之流入／(流出)淨額分析如下：

自收購事項以來，被收購實體為本集團貢獻收益41,271,000港元（2024年：34,173,000港元），且截至2025年3月31日止年度產生溢利2,363,000港元（2024年：4,704,000港元）。

倘上述業務合併於截至2025年3月31日止年度初發生，本集團的年度虧損將為244,653,000港元（2024年：溢利99,699,000港元），且本集團的收益將為9,218,699,000港元（2024年：9,095,446,000港元）。

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2025年3月31日

39. DISPOSAL OF SUBSIDIARIES

The Group completed certain disposal of subsidiaries during the year ended 31 March 2024.

Year ended 31 March 2024

On 14 June 2023, the Group entered into an agreement with Buyer B, pursuant to which the Group shall sell to the Buyer B 20.99% of the issued shares of the ECO Group for a total consideration of RM7,665,000 (equivalent to approximately HK\$12,975,000), the transaction was completed on the same date. As a result of the transaction, a gain of approximately HK\$6,654,000 was recognised during the year ended 31 March 2024.

Accordingly, the Group's remaining investment in ECO Group was reclassified as an investment in an associate.

On 20 October 2023, the Group entered into an agreement with the Buyer B, pursuant to which the Group agreed to sell to the Buyer B the remaining investment (30% of the issued shares of ECO Group) for a total consideration of RM9,947,000 (equivalent to approximately HK\$16,599,000), the transaction was completed on 1 November 2023. A gain of approximately HK\$2,487,000 was recognised during the year ended 31 March 2024.

Further details of the transactions were set out in the Company's announcements dated 14 June 2023 and 21 June 2023.

In addition to the above disposal, the Group also completed disposal of certain subsidiaries during the year ended 31 March 2024.

39. 出售附屬公司

本集團於截至2024年3月31日止年度已完成出售若干附屬公司。

截至2024年3月31日止年度

於2023年6月14日，本集團與買方B訂立一份協議，據此，本集團向買方B出售億高集團之20.99%已發行股份，總代價為7,665,000令吉（相當於約12,975,000港元），交易已於同日完成。而就該交易，收益約6,654,000港元已於截至2024年3月31日止年度確認。

據此，本集團在億高集團的餘下投資已重新歸類為於一間聯營公司之投資。

於2023年10月20日本集團與買方B訂立一份協議，據此，本集團同意向買方B出售其餘下投資（億高集團之30%已發行股份），總代價為9,947,000令吉（相當於約16,599,000港元），交易已於2023年11月1日完成。收益約2,487,000港元已於截至2024年3月31日止年度確認。

該等交易的進一步詳情載於本公司日期為2023年6月14日及2023年6月21日的公告。

除上述出售事項外，本集團亦於截至2024年3月31日止年度完成出售若干附屬公司。

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39. DISPOSAL OF SUBSIDIARIES (Continued)

An analysis of the assets and liabilities derecognised as a result of the above disposal is as follows:

39. 出售附屬公司 (續)

由於上述出售事項而取消確認之資產及負債分析如下：

		2024		
		ECO Group	Others	Total
		億高集團	其他	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Net assets disposed of:	出售資產之淨值：			
Property, plant and equipment	物業、機器及設備	39,519	–	39,519
Right-of-use assets	使用權資產	5,785	–	5,785
Investment properties	投資物業	12,153	–	12,153
Investment in an associate	於一間聯營公司之投資	1	–	1
Goodwill	商譽	10,076	–	10,076
Deferred tax assets	遞延稅項資產	667	–	667
Inventory	存貨	321	–	321
Contract assets	合約資產	161,874	–	161,874
Trade receivables	貿易應收款項	37,980	–	37,980
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	21,766	904	22,670
Income tax recoverable	可退回所得稅	93	–	93
Restricted cash and pledged deposits	受限制現金及已抵押存款	16,772	–	16,772
Cash and cash equivalents	現金及與現金等值項目	6,764	431	7,195
Contract liabilities	合約負債	(27,031)	–	(27,031)
Trade payables	貿易應付款項	(32,660)	–	(32,660)
Accruals and other liabilities	應計款項及其他負債	(35,300)	(2,525)	(37,825)
Bank borrowings	銀行借款	(194,979)	–	(194,979)
Lease liabilities	租賃負債	(615)	–	(615)
Non-controlling interests	非控股權益	(4,421)	–	(4,421)
Translation reserve	換算儲備	1,802	–	1,802
		20,567	(1,190)	19,377
Gain on disposal of subsidiaries	出售附屬公司之收益	6,654	2,356	9,010
Reclassification to investment in associates at fair value at date of disposal	於出售日期重新分類至按公平值計量的於聯營公司之投資	(14,246)	(366)	(14,612)
		12,975	800	13,775
Satisfied by cash	達成方式為現金支付	12,975	800	13,775

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39. DISPOSAL OF SUBSIDIARIES (Continued)

An analysis of the net inflow of cash and cash equivalents as a result of the above disposal is as follows:

		2024		
		ECO Group 億高集團 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cash consideration	現金代價	12,975	800	13,775
Cash and bank balances disposed of	已出售之現金及銀行結餘	(6,764)	(431)	(7,195)
Net inflow of cash and cash equivalents in respect of disposal of subsidiaries	出售附屬公司之現金及與現金等值項目流入淨額	6,211	369	6,580

39. 出售附屬公司 (續)

由於上述出售事項而產生之現金及與現金等值項目之流入淨額分析如下：

40. CONTINGENT LIABILITIES

At the end of the reporting period, the Group had the following contingent liabilities, which have not been provided for in the financial statements:

40. 或然負債

於報告期末，本集團有以下尚未於財務報表計提撥備之或然負債：

(a) Corporate guarantees and performance bonds given

(a) 已作出之公司擔保及履約保證

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Indemnities issued to financial institutions for performance bonds in respect of construction and professional services contracts undertaken by:	就承擔建築工程及專業服務合約之履約保證而向金融機構作出之擔保：		
— subsidiaries	— 附屬公司	783,923	907,215
— joint operations	— 合營業務	70,342	83,184
— a joint venture	— 一間合營公司	—	32,939
		854,265	1,023,338
Guarantees issued to financial institutions to secure credit facilities granted to associates (note (ii))	就聯營公司獲得信貸融資而向金融機構作出之擔保 (附註(ii))	389,351	513,151
		1,243,616	1,536,489

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40. CONTINGENT LIABILITIES (Continued)**(a) Corporate guarantees and performance bonds given** (Continued)

In addition to the above, corporate guarantees were provided by the Group to two parties to indemnify them any losses and liabilities that they may incur in connection with certain construction works of the Group in which the two parties have involvement. In the opinion of the Directors, the financial impact of the contingent liabilities that may arise from these arrangements is assessed to be minimal.

Notes:

- (i) In the opinion of the Directors, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition and the possibility of the default of the parties involved is remote. Accordingly, no value has been recognised in the consolidated statement of financial position in respect of these financial guarantee contracts.
- (ii) At 31 March 2025, the banking facilities granted to associates and guaranteed by the Group were utilised to the extent of HK\$248,020,000 (2024: HK\$356,423,000).

(b) Litigations

The legal proceedings arose out of four sets of Sale and Purchase Agreement dated 4 August 2011 and 3 March 2012 respectively (the "SPAs"), pursuant to which the Group purchased four flat-top barges (the "Vessels") from a plaintiff. The SPAs stipulated that the plaintiff should buy back the Vessels from the Group in the total consideration of HK\$15,150,000 (the "Buyback") after 36 months from the Vessels' respective delivery dates (the "Buyback Dates"). The Buyback did not take place on the Buyback Dates nor after rounds of negotiations in 2015. In May 2018, the Group disposed of the Vessels to a third party.

In June 2021, the plaintiff commenced the legal proceedings alleging that the Group was in breach of the SPAs and claims, *inter alia*, for (i) loss of rental charges beyond the Buyback Dates and (ii) loss of the difference between the market price and buyback price of the Vessels.

40. 或然負債 (續)**(a) 已作出之公司擔保及履約保證** (續)

除上文所述者外，本集團向兩名人士提供公司擔保，以補償本集團若干建築工程（該兩名人士均參與其中）可能對彼等帶來任何虧損及負債。董事認為，該等安排可能產生的或然負債的財務影響被評估為甚微。

附註：

- (i) 董事認為，本集團財務擔保合約於首次確認時之公平值不屬重大，且有關各方違約之可能性甚低。因此，並無就該等財務擔保合約於綜合財務狀況表內確認價值。
- (ii) 於2025年3月31日，由本集團擔保而向聯營公司授出之銀行融資已被動用248,020,000港元（2024年：356,423,000港元）。

(b) 訴訟

本法律訴訟是由四份日期分別為2011年8月4日及2012年3月3日的買賣協議（「買賣協議」）所引起。據此，本集團向一名原告人購買了四艘平頂船舶（「船舶」）。買賣協議規定，原告人應在船舶各自之交付日期起計36個月後（「回購日期」）向本集團回購船舶，其總代價15,150,000港元（「回購」）。回購並未於回購日期進行，亦未於2015年多輪談判後進行。於2018年5月，本集團將該等船舶出售予第三方。

於2021年6月，原告人向本集團展開法律訴訟，聲稱本集團違反買賣協議並索償，其中包括(i)回購日後的租金損失及(ii)船舶市場價格及回購價之間的差額損失。

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40. CONTINGENT LIABILITIES (Continued)

(b) Litigations (Continued)

The Group counterclaims against the plaintiff for, *inter alia*, (i) the difference between the buyback prices under the SPAs and the selling price to a third party and (ii) the costs of maintaining the Vessels beyond the Buyback Dates until disposal to the third party.

The plaintiff is now claiming losses and damages in the sum of approximately HK\$9,511,000 against the Group while the Group is counterclaiming losses and damages in the sum of approximately HK\$16,985,000.

On 30 August 2024, the Group and the plaintiff entered into an agreement in full and final settlement of the legal proceedings and all related matters. Pursuant to the settlement agreement, the Group and the plaintiff has procured their respective solicitors to file and serve a Consent Summons to the Court on 5 September 2024 to wholly discontinue the legal proceedings and to vacate the pre-trial fixed for 21 May 2025 and trial fixed for 8 to 18 September 2025, with no order as to costs for the legal proceedings. The Court has granted an order in terms on 9 September 2024.

41. COMMITMENTS

The Group had the following commitments at the end of the reporting period:

Capital commitments

		2025	2024
		HK\$'000	HK\$'000
		千港元	千港元
Contracted, but not provided for:	已訂約但未撥備：		
Acquisition of property, plant and equipment	購置物業、機器及設備	—	2,317

40. 或然負債 (續)

(b) 訴訟 (續)

本集團對原告人提出反索償，其中包括(i)買賣協議項下的回購價與售予第三方予的價格之間的差額，及(ii)在回購日期後直到出售予第三方之維護船舶的費用。

原告人現向本集團索償約9,511,000港元的損失及損害，而本集團則反索償約為16,985,000港元的損失及損害。

於2024年8月30日，本集團與原告人就法律訴訟及所有相關事宜訂立全面及最終和解協議。根據和解協議，本集團與原告人已促使彼等各自之律師於2024年9月5日向法院提交及送達同意傳票，以全面終止法律訴訟及撤銷原定於2025年5月21日進行之預審及原定於2025年9月8日至18日進行之審訊，惟並無就法律訴訟之費用發出命令。法院已於2024年9月9日發出按條款作出的命令。

41. 承擔

於報告期末，本集團有以下承擔：

資本承擔

2025	2024
HK\$'000	HK\$'000
千港元	千港元
—	2,317

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42. RELATED PARTY DISCLOSURES

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group entered into the following material transactions with related parties during the year:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Associate:	聯營公司：		
Management fee income (note)	管理費收入(附註)	6,275	3,378

Note: The transaction prices were determined by reference to the then prevailing market rates.

附註：交易價格乃參考當時適用之市場價格釐定。

- (b) Outstanding balances and other transactions with related parties:

- (i) Details of the balances with associates at the end of the reporting period are disclosed in note 20(b), 25 and 30 to the financial statements.
- (ii) Details of the trade receivable balances with other partners of joint operations at the end of the reporting period are disclosed in note 24(b) to the financial statements.
- (iii) Details of the guarantees provided by a non-controlling equity holder of a subsidiary in respect of a bank loan of the Group are set out in note 31(d) to the financial statements.
- (iv) Details of the corporate guarantees and performance bonds given by the Group in connection with the operations of joint operations, a joint venture and associates of the Group are disclosed in note 40(a) to the financial statements.

42. 關連方披露

- (a) 除該等財務報表其他部分詳述之交易外，本集團於年內與關連方訂立以下重大交易：

- (b) 與關連方之未付餘額及其他交易：

- (i) 於報告期末，與聯營公司之餘額詳情於財務報表附註20(b)、25及30披露。
- (ii) 於報告期末，與合營業務其他夥伴之貿易應收款項結餘詳情於財務報表附註24(b)披露。
- (iii) 一間附屬公司之一名非控股股權持有人就本集團之一項銀行貸款提供擔保之詳情載於財務報表附註31(d)。
- (iv) 本集團就本集團合營業務、一間合營公司及聯營公司之經營已作出之公司擔保及履約保證之詳情於財務報表附註40(a)披露。

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42. RELATED PARTY DISCLOSURES (Continued)

(b) (Continued)

- (v) Details of the purchase of patent from a connected person of the Company are disclosed in note 18 to the financial statements.

This transaction constituted connected transaction as defined in Chapter 14A of the Listing Rules but was exempted from announcement, reporting and independent shareholders' approval requirement pursuant to Rule 14A.76 of the Listing Rules.

(c) Compensation of key management personnel of the Group:

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
Short term employee benefits	短期僱員福利	47,320	46,015
Equity-settled share option expense	以股本結算之購股權開支	227	763
Other equity-settled share-based payment expense	其他以股本結算之以股份為基礎付款開支	(607)	160
Retirement benefit scheme contributions	退休福利計劃供款	738	583
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	47,678	47,521

Further details of directors' emoluments are included in note 10 to the financial statements.

43. FINANCIAL INSTRUMENTS BY CATEGORY

Except for equity investments being classified as financial assets at fair value through profit or loss as disclosed in note 26 to the financial statements, investment in an insurance contract and contingent considerations payable, all other financial assets and liabilities of the Group as at 31 March 2025 and 2024 are classified as financial assets and liabilities at amortised cost, respectively.

42. 關連方披露 (續)

(b) (續)

- (v) 向本公司關連人士購買專利之詳情披露於財務報表附註18。

該交易構成關連交易(定義見上市規則第14A章)，惟獲豁免遵守上市規則第14A.76條的公告、申報及獨立股東批准規定。

(c) 本集團主要管理人員之薪酬：

董事薪酬的進一步詳情載於財務報表附註10。

43. 按類別劃分之金融工具

除分類為按公平值計入損益之金融資產之股本投資(於財務報表附註26披露)、於一項保險合約之投資及應付或然代價外，於2025年及2024年3月31日，本集團所有其他金融資產及負債乃分別分類為按攤銷成本計量之金融資產及負債。

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The fair values of financial assets and financial liabilities are determined as follows:

- the fair values of financial assets with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices; and
- the fair values of other financial assets and financial liabilities included in the Level 2 and Level 3 categories have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

The Directors consider that the fair values of financial assets and financial liabilities which are due to be received or settled within one year approximate to their carrying amounts largely due to the short term maturities of these instruments.

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

44. 金融工具之公平值及公平值層級

金融資產及金融負債之公平值乃按下列方式釐定：

- 受標準條款及條件規管並於活躍流通市場中買賣之金融資產之公平值乃參考市場所報買入價釐定；及
- 其他金融資產及金融負債（計入第2級及第3級類別）之公平值乃按折算現金流量分析為基準之公認定價模式釐定，其中最重要的輸入數據為反映交易對手信貸風險的貼現率。

董事認為，於一年內到期收取或結算之金融資產及金融負債之公平值與各自之賬面值相若，主要由於此等工具之期限均為短期。

於綜合財務狀況表確認之公平值計量

下表提供首次確認後以公平值計量之金融工具分析，其按可觀察公平值程度分為1至3級。

- 第1級公平值計量乃按相同資產或負債於活躍市場中所報價格（未經調整）。
- 第2級公平值計量乃除第1級計入之報價外，來自資產或負債可直接（即價格）或間接（即自價格衍生）觀察輸入數據得出。
- 第3級公平值計量乃計入並非根據可觀察市場數據（非可觀察輸入數據）之資產或負債之估值方法得出。

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44. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value measurements recognised in the consolidated statement of financial position

(Continued)

		2025			2024		
		Level 1	Level 3	Total	Level 1	Level 3	Total
		第1級	第3級	總額	第1級	第3級	總額
		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
Assets measured at fair value:	以公平值計量之資產：						
Investment in an insurance contract (note)	於一項保險合約之投資(附註)	–	2,678	2,678	–	2,616	2,616
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	16,235	–	16,235	16,560	7,009	23,569
		16,235	2,678	18,913	16,560	9,625	26,185

Note: As at 31 March 2025, the Group has a life insurance policy with an insurance company to insure a director of a non wholly-owned subsidiary. The carrying amount of the investment in an insurance contract is considered a close estimate to the fair value of the life insurance policy, determined by reference to the cash values as published by the insurance company.

附註：於2025年3月31日，本集團的一間非全資附屬公司為一名董事與一間保險公司簽訂一份人壽保險保單。於一項保險合約之投資的賬面值被視為與人壽保險保單之公平值的近似估值，該價值乃參考保險公司公佈的現金價值釐定。

		2025	2024
		Level 3	Level 3
		第3級	第3級
		HK\$'000	HK\$'000
		千港元	千港元
Liabilities measured at fair value:	以公平值計量之負債：		
Contingent considerations payable (note 30)	應付或然代價(附註30)	25,011	25,764

There are no transfers between Level 1 and Level 2 and no transfer into or out of Level 3 in the current and prior year.

於本年度及上一年度，第1級與第2級之間並無任何轉換及並無由第3級轉入或轉出。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial instruments include trade and other receivables, investment in an insurance contract, financial assets at fair value through profit or loss, balances with joint ventures, associates, other partners of joint operations and non-controlling equity holders of subsidiaries, cash and bank balances, trade and bills payables, other payables and bank borrowings. Details of the financial instruments are disclosed in the respective notes to the financial statements. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. The policies on how to mitigate these risks are set out below:

Market risk**(i) Currency risk**

Most of the Group's assets and liabilities are denominated in HK\$ or RMB, which are the same as the functional currencies of the relevant group entities. The Group undertakes certain transactions denominated in foreign currencies, and hence exposures to exchange rate fluctuations arise. The Group does not expect any significant exposure to foreign exchange fluctuations and shall use derivative contracts to hedge against its exposure to currency risk only when it is required. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rate.

(ii) Fair value and cash flow interest rate risks

The Group has significant bank borrowings and bank deposits with floating interest rates which are exposed to cash flow interest rate risk. During the year, the Group has not hedged its cash flow and fair value interest rate risks. The Directors consider the Group's exposure to cash flow interest rate risk on the bank deposits is insignificant as most deposits bear variable interest rates which have not significantly fluctuated in recent years.

45. 財務風險管理目標及政策

本集團之金融工具包括貿易及其他應收款項、於一項保險合約之投資、按公平值計入損益之金融資產、於合營公司、聯營公司、合營業務其他夥伴及附屬公司非控股股權持有人之結餘、現金及銀行結餘、貿易應付款項及應付票據、其他應付款項及銀行借款。該等金融工具之詳情於財務報表有關附註披露。該等金融工具之相關風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。管理層管理及監控有關風險，以確保能適時及有效地採取適當措施。有關減低該等風險之政策載於下文：

市場風險**(i) 貨幣風險**

本集團大部分資產及負債均以港元或人民幣計值，與相關集團實體之功能貨幣一致。本集團進行若干以外幣計值之交易，因此面臨匯率波動風險。本集團預期無需承擔任何重大外匯波動風險，並僅會於有需要時使用衍生合約對沖其外幣風險。本集團透過密切監察外幣匯率變動，管理其外幣風險。

(ii) 公平值及現金流量利率風險

本集團以浮動利率計息的重大銀行借款及銀行存款面臨現金流利率風險。本年度內本集團並無就其現金流量及公平值利率風險進行任何對沖。由於大部分存款以浮息利率計息，而近年息率之波動並不重大，故董事認為本集團銀行存款之現金流量利率風險並不重大。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Market risk (Continued)

(ii) Fair value and cash flow interest rate risks (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for variable-rate bank borrowings at the end of the reporting period. The analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 (2024: 100) basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 (2024: 100) basis points higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 March 2025 would have decreased/increased by approximately HK\$26,868,000 (2024: HK\$25,993,000).

Sensitivity analysis on bank deposits is not presented as the Directors consider that the Group's exposure to interest rate fluctuations on bank deposits is insignificant.

45. 財務風險管理目標及政策 (續)

市場風險 (續)

(ii) 公平值及現金流量利率風險 (續)

敏感度分析

下列敏感度分析根據於報告期末浮息銀行借款之利率風險釐定。編製有關分析時，乃假設於報告期末未償還之負債金額於全年一直並未償還。100基點(2024年：100基點)增減乃代表管理層對利率之合理可能變動所作評估，亦是內部對主要管理人員匯報利率風險時所用基準。

假設利率上升／下跌100基點(2024年：100基點)，而所有其他變數均維持不變，本集團截至2025年3月31日止年度之除稅後溢利將會減少／增加約26,868,000港元(2024年：25,993,000港元)。

由於董事認為本集團銀行存款之利率波動風險並不重大，因此並無呈列銀行存款之敏感度分析。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(Continued)***Credit risk**

The Group's credit risk is primarily attributable to its debtors and amounts due from other partners of joint operations. The Group is exposed to credit concentration risk as a substantial portion of its trade debtors are generated from a limited number of customers.

At the end of the reporting period, two (2024: two) customers of the Group accounted for approximately 68% (2024: 64%) of the Group's trade receivables. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. To mitigate credit risk arising from guarantees provided to banks in respect of credit facilities utilised by associates, the Group has delegated a team responsible for assessing credit standing and limits to the guarantees to be made. In addition, management considers the credit risk exposure to financial guarantees provided to property purchasers is limited because the facilities are secured by the properties. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

Except for the above, the Group does not have any significant concentration of credit risk, with exposure spreading over a number of counterparties and customers.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

With respect to credit risk arising from amounts due from joint ventures, associates and other partners of joint operations, the Group's exposure to credit risk arising from default of the counterparty is limited as the counterparty has sufficient net assets to repay its debts and/or a good history of repayment.

45. 財務風險管理目標及政策 *(續)***信貸風險**

本集團之信貸風險主要來自其應收賬項以及合營業務其他夥伴所欠款項。本集團面對信貸集中風險，因為其大部分貿易應收賬項源自少量的客戶。

於報告期末，本集團兩名（2024年：兩名）客戶佔本集團之貿易應收款項約68%（2024年：64%）。為減低信貸風險，本集團之管理層已授權一個小組，負責釐定信貸額、批授信貸及執行其他監控程序，以確保採取跟進行動收回逾期債務。為減輕就動用聯營公司信貸融資提供財務擔保而引起的信貸風險，本集團已委派一組人員負責評估信貸狀況及所作擔保之限制。此外，管理層認為，由於融資以物業作為抵押，因此提供予物業買方的財務擔保信貸風險有限。就此而言，董事認為，本集團之信貸風險已大幅減少。

除上文所述者外，本集團並無任何重大集中之信貸風險，該等風險乃分散至多名交易對手及客戶。

由於交易對手為獲國際信貸評級機構評級為高信貸評級之銀行，故流動資金之信貸風險有限。

就合營公司、聯營公司及合營業務其他夥伴所之應收款項產生之信貸風險而言，本集團來自交易對手方違約的信貸風險有限，因為交易對手有足夠的淨資產償還其債務及／或具備良好之還款記錄。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

The tables below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 March 2025 and 2024. The amounts presented are gross carrying amounts for financial assets.

At 31 March 2025

		12-month ECLs 12個月內的預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損			
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Simplified approach 簡單法 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Contract assets*	合約資產*	—	—	—	3,750,379	3,750,379
Trade receivables*	貿易應收款項*	—	—	—	1,604,505	1,604,505
Financial assets included in prepayments, deposits and other receivables	計入預付款項、 按金及其他應收 款項的金融資產					
— Normal**	— 正常**	905,401	—	—	—	905,401
— Doubtful**	— 可疑**	—	11,000	—	—	11,000
Restricted cash and pledged deposits	受限制現金及 已抵押存款					
— Not yet past due	— 尚未逾期	53,190	—	—	—	53,190
Cash and cash equivalents	現金及與現金等值 項目					
— Not yet past due	— 尚未逾期	1,189,972	—	—	—	1,189,972
		2,148,563	11,000	—	5,354,884	7,514,447

45. 財務風險管理目標及政策 (續)

信貸風險 (續)

下表列示基於本集團信貸政策的信貸質量及最大信貸風險敞口，該信貸政策主要基於過往的有效資料（除非其他資料無需付出不必要的成本或努力即可獲得）以及截至2025年及2024年3月31日的年末按階段分類。所呈列金額為金融資產之賬面總值。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

At 31 March 2024

		12-month ECLs 12個月內 的預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損				Total 總額
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Simplified approach 簡單法 HK\$'000 千港元		HK\$'000 千港元
Contract assets*	合約資產*	—	—	—	4,667,274		4,667,274
Trade receivables*	貿易應收款項*	—	—	—	967,973		967,973
Financial assets included in prepayments, deposits and other receivables	計入預付款項、 按金及其他應收 款項的金融資產						
— Normal**	— 正常**	966,722	—	—	—		966,722
— Doubtful**	— 可疑**	—	11,000	—	—		11,000
Restricted cash and pledged deposits	受限制現金及 已抵押存款						
— Not yet past due	— 尚未逾期	37,035	—	—	—		37,035
Cash and cash equivalents	現金及與現金等值 項目						
— Not yet past due	— 尚未逾期	953,433	—	—	—		953,433
		1,957,190	11,000	—	5,635,247		7,603,437

* For contract assets and trade receivables to which the Group applies the simplified approach for impairment, information based on historical observed default rates over the expected life of debtors and adjusted for forward-looking information as disclosed in notes 23(a) and 24 to the financial statements, respectively.

** The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

45. 財務風險管理目標及政策 (續)

信貸風險 (續)

於2024年3月31日

* 就本集團採用簡單法進行減值的合約資產及貿易應收款項而言，基於債務人估計年期內的過往觀察所得的違約率估算，並就前瞻性資料進行調整的資料分別於財務報表附註23(a)及24披露。

** 計入於預付款項、按金及其他應收款項的金融資產的信貸質量於未逾期，並且無任何跡象表明該金融資產自首次確認以來其信貸風險已顯著增加時被視為「正常」。否則，該金融資產的信貸質量被視為「可疑」。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

In the management of 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. Management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings and equity financing as significant sources of liquidity. Details of which are set out in notes 31 and 33 to the financial statements.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities based on the agreed repayment terms. 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. To the extent that cash flows are at floating rate, the undiscounted amount is derived from the interest rate at the end of the reporting period.

Liquidity and interest risk tables At 31 March 2025

		Weighted average effective interest rate 加權平均 實際利率 %	Repayable on demand or within 1 year 須按要求或 一年內償還 HK\$'000 千港元	1 to 5 years 一年至五年 HK\$'000 千港元	More than 5 years 超過五年 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
Trade and bills payables	貿易應付款項及應付票據		1,436,564	215,324	–	1,651,888	1,651,888
Other payables and accruals	其他應付款項及 應計款項		794,878	–	–	794,878	794,878
Due to other partners of joint operations — interest-free	應付合營業務其他夥伴 之款項 — 免息		63,963	–	–	63,963	63,963
Due to associates	應付聯營公司之款項		61,276	–	–	61,276	61,276
Due to non-controlling equity holders of subsidiaries	應付附屬公司的非控股 股權持有人之款項		17,914	–	–	17,914	17,914
Bank borrowings — variable rates	銀行借款 — 浮息	5.98	3,366,491	2,276	805	3,369,572	3,238,657
Lease liabilities	租賃負債	3.55	38,389	57,599	7,425	103,413	92,851
Financial guarantee contracts	財務擔保合約		248,020	–	–	248,020	–
			6,027,495	275,199	8,230	6,310,924	5,921,427

45. 財務風險管理目標及政策 (續)

流動資金風險

在管理流動資金風險方面，本集團監控及維持一定水平之現金及與現金等值項目，而管理層認為其足以為本集團營運提供資金及緩和現金流量波動之影響。管理層監控銀行借款之使用情況並確保遵守貸款契約。

本集團依靠銀行借款及股本融資作為其主要流動資金來源，有關詳情載於財務報表附註31及33。

下表詳列本集團非衍生金融負債按協定價還條款分析之剩餘合約年期。下表根據本集團最早需要還款之日期按金融負債之未貼現現金流量編製。該等列表同時包括利息及本金之現金流量。倘該等現金流量為浮息，未貼現金額按報告期末之利率計算。

流動資金及利息風險表 於2025年3月31日

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

Liquidity and interest risk tables (Continued)

At 31 March 2024

		Weighted average effective interest rate 加權平均 實際利率 %	Repayable on demand or within 1 year 須按要求或 一年內償還 HK\$'000 千港元	1 to 5 years 一年至五年 HK\$'000 千港元	More than 5 years 超過五年 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
Trade payables	貿易應付款項		1,671,340	244,752	–	1,916,092	1,916,092
Other payables and accruals	其他應付款項及 應計款項		702,669	–	–	702,669	702,669
Due to other partners of joint operations — interest-free	應付合營業務其他夥伴 之款項 — 免息		44,890	–	–	44,890	44,890
Due to associates	應付聯營公司之款項		51,939	–	–	51,939	51,939
Due to non-controlling equity holders of subsidiaries	應付附屬公司的非控股 股權持有人之款項		15,775	–	–	15,775	15,775
Bank borrowings — variable rates	銀行借款 — 浮息	5.65	2,430,566	1,074,408	1,603	3,506,577	3,149,046
Lease liabilities	租賃負債	3.55	31,341	24,483	–	55,824	53,082
Financial guarantee contracts	財務擔保合約		356,423	–	–	356,423	–
			5,304,943	1,343,643	1,603	6,650,189	5,933,493

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangements for the full guaranteed amounts if those amounts are claimed by the counterparties to the guarantees. Based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangements. However, this estimate is subject to change depending on the probability of the counterparties claiming under the guarantees which are a function of the likelihood that the financial receivables held by the counterparties which are guaranteed suffer credit losses.

45. 財務風險管理目標及政策 (續)

流動資金風險 (續)

流動資金及利息風險表 (續)

於2024年3月31日

		Weighted average effective interest rate 加權平均 實際利率 %	Repayable on demand or within 1 year 須按要求或 一年內償還 HK\$'000 千港元	1 to 5 years 一年至五年 HK\$'000 千港元	More than 5 years 超過五年 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
Trade payables	貿易應付款項		1,671,340	244,752	–	1,916,092	1,916,092
Other payables and accruals	其他應付款項及 應計款項		702,669	–	–	702,669	702,669
Due to other partners of joint operations — interest-free	應付合營業務其他夥伴 之款項 — 免息		44,890	–	–	44,890	44,890
Due to associates	應付聯營公司之款項		51,939	–	–	51,939	51,939
Due to non-controlling equity holders of subsidiaries	應付附屬公司的非控股 股權持有人之款項		15,775	–	–	15,775	15,775
Bank borrowings — variable rates	銀行借款 — 浮息	5.65	2,430,566	1,074,408	1,603	3,506,577	3,149,046
Lease liabilities	租賃負債	3.55	31,341	24,483	–	55,824	53,082
Financial guarantee contracts	財務擔保合約		356,423	–	–	356,423	–
			5,304,943	1,343,643	1,603	6,650,189	5,933,493

上述計入財務擔保合約之金額為交易對手就擔保提出索償有關款項時，本集團根據安排可能須就全數擔保金額償還之最高金額。根據於報告期末之預期，本集團認為，不大可能須根據安排支付任何款項。然而，是項估計將因應交易對手根據擔保提出申索之可能性而出現變動，而有關可能性則與交易對手所持已擔保之財務應收款項出現信貸虧損之可能性有關。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

Bank borrowings with a repayment on demand clause are included in the "repayable on demand or within 1 year" time band in the above maturity analysis. At 31 March 2025, the aggregate carrying amount of the bank borrowings classified as repayable on demand was HK\$3,235,660,000 (2024: HK\$1,912,112,000). At 31 March 2025, the Group did not comply with a financial covenant of bank borrowings with outstanding balances of HK\$2,358,319,000 (2024: HK\$1,091,712,000). Consent waivers of non-compliance with the financial covenant have been received by the Group subsequent to the reporting period, as further detailed in note 31(c) to the financial statements.

For the purpose of managing liquidity risk, management reviews the expected cash flow information of the Group's bank borrowings. The maturity profile of the Group's bank borrowings with a repayment on demand clause as at the end of the reporting period, based on the scheduled repayment dates and the contractual undiscounted payments, is as follows:

		Repayable within 1 year	1 to 5 years	More than 5 years	Total undiscounted cash flows	Carrying amount
		須一年內償還	一年至五年	超過五年	未貼現現金 流量總額	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 March 2025	於2025年3月31日					
Bank borrowings with a repayment on demand clause	附有須按要求償還條文之 銀行借款	2,460,738	905,184	-	3,365,922	3,235,660
At 31 March 2024	於2024年3月31日					
Bank borrowings with a repayment on demand clause	附有須按要求償還條文之 銀行借款	906,625	1,192,881	-	2,099,506	1,912,112

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

45. 財務風險管理目標及政策 (續)

流動資金風險 (續)

附有須按要求償還條文之銀行借款於上述到期分析中列入「須按要求或一年內償還」時間組別。於2025年3月31日，分類為按要求償還之銀行借款之總賬面值為3,235,660,000港元（2024年：1,912,112,000港元）。於2025年3月31日，本集團未能遵守餘額為2,358,319,000港元（2024年：1,091,712,000港元）之銀行借款的一項財務契約。於報告期後，本集團已接獲未能遵守財務契約之同意豁免（如財務報表附註31(c)所進一步詳述）。

為管理流動資金風險，管理層檢討本集團之銀行借款之預期現金流量資料。於報告期末，根據約定還款日期及合約未貼現付款，本集團附有須按要求償還條款的銀行借款到期日如下：

上述計入非衍生金融負債浮動利率工具之金額，將於浮動利率之變動與於報告期末釐定之估計利率變動有差異時作出修訂。

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45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**Capital management**

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 2024.

Depending on the market conditions and funding arrangements, if at any time, repurchase of the Company's shares will lead to an enhancement of the net asset value per share and/or earnings per share of the Group, the Directors will authorise such transactions.

The Group monitors capital using a gearing ratio, which is total debts less total cash and bank balances divided by the equity attributable to shareholders of the Company. The gearing ratios as at the end of the reporting periods are as follows:

		31 March 2025 2025年 3月31日 HK\$'000 千港元	31 March 2024 2024年 3月31日 HK\$'000 千港元
Bank borrowings	銀行借款	3,238,657	3,149,046
Lease liabilities	租賃負債	92,851	53,082
Total debts	債務總額	3,331,508	3,202,128
Less: Total cash and bank balances	減：現金及銀行結餘總額	(1,243,162)	(990,468)
Net debts	債務淨額	2,088,346	2,211,660
Equity attributable to shareholders of the Company	本公司股東應佔權益	2,228,007	2,459,969
Gearing ratio	資本負債比率	94%	90%

45. 財務風險管理目標及政策 (續)**資本管理**

本集團資本管理的首要目標是保障本集團持續經營並維持穩健的資本比率以支持其業務及盡量提升股東價值的能力。

本集團根據經濟環境的變化及相關資產的風險特質管理其資本架構及作出調整。為維持或調整資本架構，本集團可能調整支付予股東的股息或發行新股份。於截至2025年及2024年3月31日止年度，資本管理目標、政策或程序概無任何變動。

視乎市況及資金安排，倘於任何時間購回本公司股份將提升本集團每股資產淨值及／或每股盈利，董事將批准有關交易。

本集團使用資本負債比率監察資本，資本負債比率即總債務減現金及銀行結餘總額除以本公司股東應佔權益。於報告期末資本負債比率如下：

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46. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at 31 March 2025 are as follows:

46. 主要附屬公司詳情

本公司主要附屬公司於2025年3月31日的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Issued share capital/ registered capital 已發行股本／註冊資本	Percentage of equity attributable to the Company 本公司應佔股權百分比 2025 % 2024 %	Principal activities 主要業務
Allalign Construction and Engineering Company Limited 同心建築工程有限公司	Hong Kong 香港	HK\$100 ordinary shares 100 港元普通股	75	— Construction 建築
Amain Engineering Development Limited 君蘇工程發展有限公司	Hong Kong 香港	HK\$100 ordinary shares 100 港元普通股	62	62 Construction 建築
Bloom Team Building Construction Company Limited 佳誠建築工程有限公司	Hong Kong 香港	HK\$20,000,000 ordinary shares 20,000,000 港元普通股	100	100 Construction 建築
Champion Surveying & Engineering Co., Limited 俊威測繪工程有限公司	Hong Kong 香港	HK\$2 ordinary shares 2 港元普通股	100	100 Surveying and engineering works 測量及建築工程
Chun Wo Building Construction Limited 俊和建築有限公司	Hong Kong 香港	HK\$600,000,000 ordinary shares 600,000,000 港元普通股	100	100 Construction 建築
Chun Wo Construction and Engineering Company Limited 俊和建築工程有限公司	Hong Kong 香港	HK\$291,000,000 ordinary shares HK\$9,000,000 non-voting deferred shares 291,000,000 港元普通股 9,000,000 港元無投票權遞延股份	100	100 Construction 建築
Chun Wo E & M Engineering Limited 俊和機電工程有限公司	Hong Kong 香港	HK\$110,000,000 ordinary shares 110,000,000 港元普通股	100	100 Electrical and mechanical contract works 機電合約工程
Chun Wo Elegant Decoration Engineering Company Limited 俊和高雅裝飾工程有限公司	Hong Kong 香港	HK\$100,000,000 ordinary shares 100,000,000 港元普通股	100	100 Construction 建築

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46. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

46. 主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Issued share capital/ registered capital 已發行股本／註冊資本	Percentage of equity attributable to the Company 本公司應佔股權百分比 2025 % 2024 %		Principal activities 主要業務
Chun Wo Foundations Limited 俊和地基工程有限公司	Hong Kong 香港	HK\$100,000,000 ordinary shares 100,000,000 港元普通股	100	100	Construction 建築
Chun Wo Group Finance (HK) Limited	Hong Kong 香港	HK\$1 ordinary share 1 港元普通股	100	100	Provision of financing services 提供融資服務
Chun Wo Tunnel Management Limited 俊和隧道管理有限公司	Hong Kong 香港	HK\$1 ordinary share 1 港元普通股	98	98	Tunnel management services 隧道管理服務
City Professional Management Limited 城市專業管理有限公司	Hong Kong 香港	HK\$16,130,000 ordinary shares 16,130,000 港元普通股	98	98	Property management services 物業管理服務
City Security Company Limited 城市護衛有限公司	Hong Kong 香港	HK\$1,000,000 ordinary shares 1,000,000 港元普通股	98	98	Security guard services 護衛服務
Core Limited 酷亞有限公司	Hong Kong 香港	HK\$13,500,000 ordinary shares 13,500,000 港元普通股	100	100	Construction 建築
Full Fame Development Limited 廣譽發展有限公司	Hong Kong 香港	HK\$1 ordinary share 1 港元普通股	100	100	Property development 物業發展
廣東萬邦供應鏈有限公司 (note (ii)) (附註(ii))	PRC/Mainland China 中國／中國內地	RMB30,000,000 人民幣 30,000,000 元	51	—	Construction material procurement 建築材料採購
Honest Kind Limited 良誠有限公司	Hong Kong 香港	HK\$1 ordinary share 1 港元普通股	100	100	Provision of financing services 提供融資服務
Hong Kong Cyclotron Laboratories Limited	Hong Kong 香港	HK\$100 ordinary shares 100 港元普通股	100	100	Production and sale of PET radiopharmaceuticals 生產及銷售正電子掃描放射性藥物

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46. PARTICULARS OF PRINCIPAL SUBSIDIARIES

(Continued)

46. 主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and business 註冊成立／註冊及 營業地點	Issued share capital/ registered capital 已發行股本／註冊資本	Percentage of equity attributable to the Company 本公司應佔股權百分比 2025 % 2024 %		Principal activities 主要業務
Modern Living Property Management Limited 雅居物業管理有限公司	Hong Kong 香港	HK\$21,460,000 21,460,000 港元	64.96	85.96	Property management services 物業管理服務
Mattex Asia Development Limited 材迅亞洲發展集團有限公司	Hong Kong 香港	HK\$30,000,001 30,000,001 港元普通股	92.5	92.5	Construction material management and procurement 建材管理及採購
R.J. Crocker Consultants Ltd.	Singapore 新加坡	SGD\$2,400,000 2,400,000 新加坡元普通股	51	51	Building engineering design, consultancy service and architectural service 樓宇工程設計、諮詢服務及建築服務
Smartwill Asia Limited 駿偉亞洲有限公司	Hong Kong/the UAE 香港／阿聯酋	HK\$1 ordinary share 1 港元普通股	100	100	Property development 物業發展
Vasteam Construction Limited 浩隆建築有限公司	Hong Kong 香港	HK\$180,000,000 180,000,000 港元普通股	100	100	Civil engineering construction work services 土木建築工程施工服務
Vision Foundations Limited 傑勝地基工程有限公司	Hong Kong 香港	HK\$100 ordinary shares 100 港元普通股	75	75	Construction 建築
Wing Cheong Electrical Engineering & Contracting Company Limited 永昌電器工程有限公司	Hong Kong 香港	HK\$60,000,000 60,000,000 港元普通股	100	100	Electrical and mechanical contract works 機電合約工程

Notes:

(i) All the above principal subsidiaries are indirectly held by the Company.

(ii) This subsidiary is wholly-foreign-owned enterprise established under PRC law.

附註：

(i) 上述所有主要附屬公司均由本公司間接持有。

(ii) 該附屬公司為根據中國法律成立之外商獨資企業。

The above table lists the subsidiaries of the Group 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 give details of other subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

上表列舉董事認為主要影響本年度業績或佔本集團資產淨值相當比重之本公司附屬公司。董事認為列出其他附屬公司之詳情會令篇幅過於冗長。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025

2025年3月31日

47. PARTICULARS OF PRINCIPAL JOINT OPERATIONS

Particulars of the Company's principal joint operations as at 31 March 2025 are as follows:

47. 主要合營業務詳情

本集團主要合營業務於2025年3月31日的詳情如下：

Name of joint operation 合營業務名稱	Form of business structure 經營架構形式	Place of registration/ operation 註冊／營業地點	Percentage of attributable interest of the Group 本集團應佔權益百分比		Principal activities 主要業務
			2025 %	2024 %	
			(note (a)) (附註(a))	(note (a)) (附註(a))	(note (b)) (附註(b))
ATAL – CW – MH JV 安樂－俊和－明興聯營	Unincorporated 非公司法人	Hong Kong 香港	48	48	Construction 建築
CHUN WO – KWAN LEE – RENOPIPE JV 俊和－群利－瑞昇聯營	Unincorporated 非公司法人	Hong Kong 香港	90	–	Construction 建築
CHUN WO – SINOHYDRO JV	Unincorporated 非公司法人	Hong Kong 香港	55	55	Construction 建築
CWBKYH JV	Unincorporated 非公司法人	Hong Kong 香港	45	–	Construction 建築
CW-CRCC (ND202404) JOINT VENTURE 俊和－中鐵十五局(ND202404) 聯營體	Unincorporated 非公司法人	Hong Kong 香港	51	–	Construction 建築
CW – FWS JV 俊和－方永勝聯營	Unincorporated 非公司法人	Hong Kong 香港	90	90	Construction 建築
CW – KL JV 俊和－群利聯營體	Unincorporated 非公司法人	Hong Kong 香港	82	82	Construction 建築
SINOHYDRO – CHUN WO JV	Unincorporated 非公司法人	Hong Kong 香港	55	55	Construction 建築

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

47. PARTICULARS OF PRINCIPAL JOINT OPERATIONS (Continued)

Notes:

- (a) The Group's attributable interest is equal to, greater or less than 50% in these body unincorporates. However, under the joint venture agreements, the joint operators have contractually agreed on the sharing of control over the relevant activities of these body unincorporates, and hence all these body unincorporates are jointly controlled by the Group and the other joint operators. Furthermore, the relevant joint venture agreements specify that the Group and the other parties to the joint arrangements have rights to the assets and obligations to the liabilities relating to the joint arrangements in accordance with the attributable interest of the Group as disclosed above and the interest attributable to the other joint operators respectively, and therefore these body unincorporates are classified as joint operations.
- (b) All principal joint operations engaged in construction works are contracted to carry out infrastructure and public facilities related works in Hong Kong. These joint operations are strategic to the Group's principal activities in construction works.

The above table lists the joint operations of the Group which, in the opinion of the Directors, principally affect the results of the year or constitute a substantial portion of the net assets of the Group. To give details of other joint operations would, in the opinion of the Directors, result in particulars of excessive length.

48. PARTICULARS OF A JOINT VENTURE

Particulars of the Group's joint venture, which is indirectly held by the Company, as at 31 March 2025 are as follows:

Name of joint venture	Particulars of issued shares held 所持已發行股份之詳情	Place of registration and business 註冊及營業地點	Ownership interest 所有者權益 %	Percentage of voting power 投票權百分比 %	Profit sharing 利潤分紅 %	Principal activities 主要業務
Novabala JV Corp.	2,000 common shares of PHP100 each and 9,000 redeemable preferred shares of PHP200 each 2,000股每股面值100菲律賓比索的普通股及9,000股每股面值200菲律賓比索的可贖回優先股	Philippines 菲律賓	20	20	20	Design and construction 設計及建造

47. 主要合營業務詳情 (續)

附註：

- (a) 本集團應佔權益相等於、高於或低於該等非公司法人團體的50%。然而，根據合營協議，合營方已訂約協定共同享有該等非公司法人團體相關活動的控制權，因此，該等非公司法人團體全部均由本集團及其他合營方共同控制。此外，相關合營協議訂明，本集團及合營安排其他訂約方有權利分別根據上述本集團應佔之權益及其他合營方應佔之權益，享有合營安排所涉及資產，及承擔當中的責任，因此，該等非公司法人團體被分類為合營業務。
- (b) 所有從事建築工程的主要合營業務均已訂約，以於香港進行基建及公眾設施相關工程。該等合營業務對本集團於建築工程的主要活動至關重要。

上表列舉董事認為主要影響本年度業績或佔本集團資產淨值相當比重之本集團合營業務。董事認為列出其他合營業務之詳情會令篇幅過於冗長。

48. 一間合營公司詳情

於2025年3月31日，本集團之合營公司（由本公司間接持有）之資料詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

49. PARTICULARS OF PRINCIPAL ASSOCIATES

Particulars of the Group's principal associates as at 31 March 2025 are as follows:

49. 主要聯營公司詳情

於2025年3月31日，本集團之主要聯營公司之詳情如下：

Name of associate 聯營公司名稱	Place of incorporation/ registration and business 註冊成立／註冊及營業地點	Issued share capital/ registered capital 已發行股本／註冊資本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2025 %	2024 %	
Vietnam Land (HK) Ltd. 英屬處女群島	BVI 英屬處女群島	US\$25,000,000 ordinary shares 25,000,000美元普通股	20	20	Investment holding 投資控股
TSCWPD 萊蒙俊和物業發展	Cayman Islands 開曼群島	US\$10 ordinary shares 10美元普通股	40	40	Property development 物業發展
CPDL 創利發展	Hong Kong 香港	HK\$24,000 ordinary shares 24,000港元普通股	10	10	Property development 物業發展
RJL 彩碧	BVI 英屬處女群島	US\$10 ordinary shares 10美元普通股	40	40	Property development 物業發展
Shijiazhuang JunJing 石家莊俊景	PRC/Mainland China 中國／中國內地	HK\$150,000,000 registered capital 150,000,000港元註冊資本	49	49	Property development 物業發展
SDL	BVI 英屬處女群島	US\$10 ordinary shares 10美元普通股	40	40	Property development 物業發展
CWBS 俊和巴士服務	BVI 英屬處女群島	US\$10 ordinary shares 10美元普通股	60	60	Non-franchised bus services 非專營巴士服務
Kwan Lee Holding Limited 群利集團有限公司	Hong Kong 香港	HK\$134,057,000 ordinary shares 134,057,000港元普通股	40	40	Provision of consultancy and structural engineering services 提供諮詢及結構工程服務

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

49. PARTICULARS OF PRINCIPAL ASSOCIATES

(Continued)

The above table lists the associates of the Group 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 give details of other associates would, in the opinion of the Directors, result in particulars of excessive length.

50. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in notes 33(a) and 35(c) to the financial statements, there are no other significant events occurred subsequent to the reporting period.

51. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to the current year's presentation and disclosures.

49. 主要聯營公司詳情 (續)

上表列舉董事認為主要影響本年度業績或構成本集團資產淨值相當比重之本集團聯營公司。董事認為列出其他聯營公司之詳情會令篇幅過於冗長。

50. 報告期後事項

除財務報表附註33(a)及35(c)所披露者外，於報告期後概無發生其他重大事項。

51. 比較數字

若干比較數字已重新分類，以符合本年度之呈列方式及披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025

2025年3月31日

52. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company as at the end of the reporting period is as follows:

52. 本公司之財務狀況表

於報告期末，有關本公司之財務狀況表之資料如下：

		2025 HK\$'000 千港元	2024 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、機器及設備	284	334
Investments in subsidiaries (note 46)	於附屬公司之投資(附註46)	1,918,033	1,775,976
Total non-current assets	非流動資產總額	1,918,317	1,776,310
CURRENT ASSETS	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	1,189	584
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	1,611	1,620
Cash and bank balances	現金及銀行結餘	2,696	10,070
Total current assets	流動資產總額	5,496	12,274
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計款項	2,107	5,984
Total current liabilities	流動負債總額	2,107	5,984
NET CURRENT ASSETS	流動資產淨值	3,389	6,290
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債	1,921,706	1,782,600
NON-CURRENT LIABILITIES	非流動負債		
Due to subsidiaries	應付附屬公司款項	708,531	704,384
Total non-current liabilities	非流動負債總額	708,531	704,384
Net assets	資產淨值	1,213,175	1,078,216
EQUITY	權益		
Issued capital	已發行股本	186,424	178,579
Reserves (note)	儲備(附註)	1,026,751	899,637
TOTAL EQUITY	權益總額	1,213,175	1,078,216

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 March 2025
2025年3月31日

52. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

Note: The movements of the Company's reserves during the year are as follows:

52. 本公司之財務狀況表 (續)

附註：年內本公司之儲備變動如下：

		Share premium account	Shares held under the share award scheme 根據股份獎勵計劃賬目下持有的股份	Treasury shares account	Contributed surplus	Share-based compensation reserve	Retained profits	Total
	Notes 附註	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
At 1 April 2023	於2023年4月1日	739,410	(10,643)	-	52,552	2,438	83,825	867,582
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收益總額	-	-	-	-	-	74,236	74,236
Cancellation of repurchased shares	註銷已購回股份	(4,321)	-	-	-	-	-	(4,321)
Equity-settled share option expense	以股本結算之購股權開支 35(b)	-	-	-	-	1,183	-	1,183
Interim 2024 dividend declared	已宣派2024年度中期股息 13	-	-	-	-	-	(20,190)	(20,190)
Final 2023 dividend paid	已派付2023年度末期股息	-	-	-	-	-	(18,853)	(18,853)
At 31 March 2024 and 1 April 2024	於2024年3月31日及2024年4月1日	735,089	(10,643)	-	52,552	3,621	119,018	899,637
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收益總額	-	-	-	-	-	102,886	102,886
Cancellation of repurchased shares	註銷已購回股份	(5,923)	-	7,579	-	-	-	1,656
Acquisition of subsidiaries	收購附屬公司	32,303	-	-	-	-	-	32,303
Equity-settled share option expense	以股本結算之購股權開支 35(b)	-	-	-	-	540	-	540
Repurchase of shares	股份回購	-	-	(10,045)	-	-	-	(10,045)
Transfer of share-based compensation reserve upon the forfeiture of share options	於沒收購股權時轉撥股份報酬儲備	-	-	-	-	(226)	-	(226)
At 31 March 2025	於2025年3月31日	761,469	(10,643)	(2,466)	52,552	3,935	221,904	1,026,751

53. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board on 26 June 2025.

53. 批准財務報表

財務報表已於2025年6月26日獲董事局批准及授權刊發。

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

		Year ended 31 March 截至3月31日止年度				
		2021 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2024 HK\$'000 千港元	2025 HK\$'000 千港元
RESULTS	業績					
Revenue	營業額	7,534,258	7,722,064	8,177,748	8,779,017	9,055,006
(Loss)/profit before tax	除稅前(虧損)/溢利	(186,711)	136,964	142,812	97,796	(229,713)
Income tax	所得稅	(2,374)	(29,028)	(13,770)	(11,982)	(26,225)
(Loss)/profit for the year	年度(虧損)/溢利	(189,085)	107,936	129,042	85,814	(255,938)
Attributable to:	應佔：					
Shareholders of the Company	本公司股東	(184,506)	121,999	105,091	72,094	(274,039)
Non-controlling interests	非控股權益	(4,579)	(14,063)	23,951	13,720	18,101
		(189,085)	107,936	129,042	85,814	(255,938)
		As at 31 March 於3月31日				
		2021 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2024 HK\$'000 千港元	2025 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總額	8,574,536	8,464,080	8,624,976	8,964,908	8,937,263
Total liabilities	負債總額	(6,229,251)	(6,050,383)	(6,136,283)	(6,434,339)	(6,583,016)
		2,345,285	2,413,697	2,488,693	2,530,569	2,354,247
Equity attributable to:	應佔權益：					
Shareholders of the Company	本公司股東	2,288,006	2,377,463	2,440,598	2,459,969	2,228,007
Non-controlling interests	非控股權益	57,279	36,234	48,095	70,600	126,240
		2,345,285	2,413,697	2,488,693	2,530,569	2,354,247

PARTICULARS OF PROPERTIES

物業詳情



PROPERTIES HELD FOR DEVELOPMENT/SALE

持作發展／銷售物業

Location	Stage of completion	Expected date of completion	Usage	Total estimated site area (square metres) 估計總地盤面積 (平方米)	Total estimated gross floor area (square metres) 估計總樓面建築面積 (平方米)	Group's interest
地點	完工階段	預計落成日期	用途			本集團所佔權益
A parcel of land located between northern side of He Ping Road and southern side of Guang Hua Road, Shijiazhuang, Hebei Province, The People's Republic of China	Phase 3: T1, T2 & T6 construction in progress	2025	Residential, commercial and carpark	29,255	225,667	49%
中華人民共和國河北省石家莊和平路北側與光華路南側之間地塊	第三期：1號、2號及6號樓建築工程進行中	2025	住宅、商業及停車場	29,255	225,667	49%
Plot No. S5-C35 at Shams Abu Dhabi, Al Reem Island, Abu Dhabi, United Arab Emirates	Planning	–	Residential and commercial	2,425	22,715	100%
阿聯酋阿布扎比阿聯酋阿布扎比阿聯酋阿布扎比地塊編號S5-C35	計劃中	–	住宅及商業	2,425	22,715	100%
Lots 1766 R.P., 1768 R.P., 1770 R.P., 1771 R.P., 1771 S.B., 1774 R.P., 1774 S.A. in Demarcation District No. 3 Tung Chung, Lantau Island, New Territories, Hong Kong	Planning	–	Agricultural land	2,838	– (Note)	100%
香港新界大嶼山東涌丈量約份第3約地段第1766 R.P.、1768 R.P.、1770 R.P.、1771 R.P.、1771 S.B.、1774 R.P.、1774 S.A. 號	計劃中	–	農地	2,838	– (附註)	100%

Note: Developable area will be confirmed after reaching an agreement with the Government on the amount of land premium payable.

附註：有關發展面積須有待與政府達成補地價協議方可落實。

PARTICULARS OF PROPERTIES

物業詳情

PROPERTIES HELD FOR DEVELOPMENT/SALE

(Continued)

持作發展／銷售物業 (續)

Location	Stage of completion	Expected date of completion	Usage	Total estimated site area (square metres) 估計總地盤面積 (平方米)	Total estimated gross floor area (square metres) 估計總樓面建築面積 (平方米)	Group's interest
地點	完工階段	預計落成日期	用途			本集團所佔權益
Nos. 35 and 37 Cameron Road, and No. 16 Granville Circuit, Tsim Sha Tsui, Kowloon, Hong Kong	Superstructure work in progress	2025	Commercial	698	8,372	10%
香港九龍尖沙咀 金馬倫道35及37號及 嘉蘭圍16號	上蓋工程進行中	2025	商業	698	8,372	10%
No. 128 Waterloo Road, Kowloon, Hong Kong	Completed	–	Residential	1,692	7,966	40%
Kowloon Inland Lot No. 1900 九龍內地段第1900號 香港九龍窩打老道128號	已完工	–	住宅	1,692	7,966	40%
Nos. 61–67 Soy Street, Mong Kok, Kowloon, Hong Kong	Completed	–	Residential and commercial	336	3,028	40%
香港九龍旺角 豉油街61–67號	已完工	–	住宅及商業	336	3,028	40%
Nos. 437–441 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong	Superstructure work in progress	2025	Residential and commercial	341	2,881	40%
香港九龍長沙灣 青山道437–441號	上蓋工程進行中	2025	住宅及商業	341	2,881	40%

MAJOR MEMBERS OF ASIA ALLIED INFRASTRUCTURE GROUP

亞洲聯合基建集團主要成員

CONSTRUCTION 建築

- Chun Wo Construction Holdings Company Limited
俊和建築控股有限公司
 - Chun Wo Building Construction Limited
俊和建築有限公司
 - Chun Wo Construction and Engineering Company Limited
俊和建築工程有限公司
 - Chun Wo E & M Engineering Limited
俊和機電工程有限公司
 - Chun Wo Elegant Decoration Engineering Company Limited
俊和高雅裝飾工程有限公司
 - Chun Wo Foundations Limited
俊和地基工程有限公司
 - Kwan Lee Holding Limited
群利集團有限公司
 - Allalign Construction and Engineering Company Limited
同心建築工程有限公司
- Amain Engineering Development Limited
君蘇工程發展有限公司
- Guangdong Wanbang Supply Chain Company Limited*
廣東萬邦供應鏈有限公司
- Mattex Asia Development Limited
材迅亞洲發展集團有限公司
- R.J. Crocker Consultants Pte. Ltd.
冠格顧問有限公司*
- Vision Foundations Limited
傑勝地基工程有限公司



群利集團有限公司
KWAN LEE HOLDING LIMITED



君蘇工程發展有限公司
AMAIN ENGINEERING DEVELOPMENT LIMITED



PROPERTY DEVELOPMENT AND ASSETS LEASING 物業發展及資產租賃

- Chun Wo Property Development Holdings Limited
俊和物業發展控股有限公司



R.J. CROCKER Consultants Pte Ltd
冠格顧問有限公司

PROFESSIONAL SERVICES 專業服務

- City Services Group Limited
城市服務集團有限公司
 - City Professional Management Limited
城市專業管理有限公司
 - City Security Company Limited
城市護衛有限公司
 - Chun Wo Tunnel Management Limited
俊和隧道管理有限公司
- Modern Living Investments Holdings Limited (Stock Code: 08426)
雅居投資控股有限公司 (股份代號: 08426)
 - Modern Living Property Management Limited
雅居物業管理有限公司



傑勝地基工程有限公司
VISION FOUNDATIONS LIMITED



城市服務集團
CITY SERVICES GROUP

NON-FRANCHISED BUS SERVICES 非專營巴士服務

- Chun Wo Bus Services Limited
俊和巴士服務有限公司



雅居投資控股有限公司
Modern Living Investments Holdings Limited

MEDICAL TECHNOLOGY AND HEALTHCARE 醫療科技與健康

- AAI Medical Technology Limited
亞洲聯合基建醫療科技有限公司
 - Hong Kong Cyclotron Laboratories Limited



HONG KONG CYCLOTRON LABORATORIES LTD.

OTHER BUSINESS 其他業務

- AAI Overseas Holdings Limited
亞洲聯合基建海外控股有限公司

* For identification purposes only 僅供識別



亞洲聯合基建控股有限公司

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