



SANBASE CORPORATION LIMITED

莊皇集團公司

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

Stock code 股份代號: 8501



2022
ANNUAL REPORT
年報

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香港聯合交易所有限公司（「聯交所」） GEM 的特色

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

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

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

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

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

Mr. Wong Kin Kei (*Chief Operating Officer*)

Ms. Hui Man Yee, Maggie

Dr. Sung Tak Wing, Leo

Independent Non-executive Directors

Mr. Cheung Chi Man, Dennis

Mr. Chan Chi Kwong, Dickson (*resigned on 30 November 2021*)

Mr. Pang Chung Fai, Benny (*retired on 30 July 2021*)

Mr. Chan Charles Cham Chuen (*appointed on 9 August 2021*)

Mr. Law Chun Yat (*appointed on 25 February 2022*)

AUDIT COMMITTEE

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

Mr. Chan Chi Kwong, Dickson (*resigned on 30 November 2021*)

Mr. Pang Chung Fai, Benny (*retired on 30 July 2021*)

Mr. Chan Charles Cham Chuen (*appointed on 9 August 2021*)

Mr. Law Chun Yat (*appointed on 25 February 2022*)

REMUNERATION COMMITTEE

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

Mr. Chan Chi Kwong, Dickson (*resigned on 30 November 2021*)

Mr. Pang Chung Fai, Benny (*retired on 30 July 2021*)

Mr. Chan Charles Cham Chuen (*appointed on 9 August 2021*)

Mr. Law Chun Yat (*appointed on 25 February 2022*)

NOMINATION COMMITTEE

Mr. Wong Sai Chuen (*Chairman*)

Mr. Cheung Chi Man, Dennis

Mr. Chan Chi Kwong, Dickson (*resigned on 30 November 2021*)

Mr. Pang Chung Fai, Benny (*retired on 30 July 2021*)

Mr. Chan Charles Cham Chuen (*appointed on 9 August 2021*)

Mr. Law Chun Yat (*appointed on 25 February 2022*)

董事會

執行董事

王世存先生 (*主席兼行政總裁*)

黃健基先生 (*營運總監*)

許曼怡女士

宋得榮博士

獨立非執行董事

張志文先生

陳智光先生 (*於2021年11月30日辭任*)

彭中輝先生 (*於2021年7月30日退任*)

陳湛全先生 (*於2021年8月9日獲委任*)

羅俊逸先生 (*於2022年2月25日獲委任*)

審核委員會

張志文先生 (*主席*)

陳智光先生 (*於2021年11月30日辭任*)

彭中輝先生 (*於2021年7月30日退任*)

陳湛全先生 (*於2021年8月9日獲委任*)

羅俊逸先生 (*於2022年2月25日獲委任*)

薪酬委員會

張志文先生 (*主席*)

陳智光先生 (*於2021年11月30日辭任*)

彭中輝先生 (*於2021年7月30日退任*)

陳湛全先生 (*於2021年8月9日獲委任*)

羅俊逸先生 (*於2022年2月25日獲委任*)

提名委員會

王世存先生 (*主席*)

張志文先生

陳智光先生 (*於2021年11月30日辭任*)

彭中輝先生 (*於2021年7月30日退任*)

陳湛全先生 (*於2021年8月9日獲委任*)

羅俊逸先生 (*於2022年2月25日獲委任*)

CORPORATE INFORMATION

公司資料

COMPLIANCE OFFICER

Dr. Sung Tak Wing, Leo

COMPANY SECRETARY

Dr. Sung Tak Wing, Leo

Ms. Huang Shiyao

AUTHORISED REPRESENTATIVES

Mr. Wong Sai Chuen

Ms. Huang Shiyao

AUDITOR

PricewaterhouseCoopers

Certified Public Accountants

Registered Public Interest Entity Auditor

22/F, Prince's Building

Central

Hong Kong

LEGAL ADVISER

Khoo & Co.

15/F & 16/F, Tern Centre Two

251 Queen's Road Central

Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

8/F, Lower Block, Grand Millennium Plaza

181 Queen's Road Central

Hong Kong

Bank of China (Hong Kong) Limited

1 Garden Road

Hong Kong

合規主任

宋得榮博士

公司秘書

宋得榮博士

黃詩瑶女士

授權代表

王世存先生

黃詩瑶女士

核數師

羅兵咸永道會計師事務所

執業會計師

註冊公眾利益實體核數師

香港

中環

太子大廈22樓

法律顧問

丘煥法律師事務所

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太興中心二座十五樓及十六樓

主要往來銀行

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中國銀行(香港)有限公司

香港

花園道1號

CORPORATE INFORMATION

公司資料

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

PRINCIPAL PLACE OF BUSINESS AND HEADQUARTER IN HONG KONG

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

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

STOCK CODE

8501

WEBSITE

www.sclhk.com

主要股份過戶及登記處

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

香港股份過戶及登記分處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

香港主要營業地點及總部

香港
德輔道中267-275號
龍記大廈16樓

開曼群島註冊辦事處

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

股份代號

8501

網址

www.sclhk.com

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board (the “**Board**”) of Directors of Sanbase Corporation Limited (“**Sanbase Corporation**” or the “**Company**”) and its subsidiaries (collectively the “**Group**”), I hereby present the audited condensed consolidated results of the Group for the year ended 31 March 2022 (the “**Year**”).

At the time of writing, the fifth wave of the pandemic in Hong Kong is coming to an end, with the government gradually relaxing its preventive measures, laying the foundation for an economic recovery. However, it is expected that it will take some time for the Grade A commercial property market to return to the pre-COVID or the level before 2019. We notice that enterprises prefer to pause instead of acting: even when their office space can no longer meet their business needs, they still prefer to restack their existing offices, and wait until the prospect of the macro-environment becomes clear before making their next move. The latest Hong Kong Property Report 2022 released by the Rating and Valuation Department shows that the overall vacancy rate of office buildings in Hong Kong has increased for three consecutive years to 12.3% at the end of 2021. Grade A commercial properties were the weakest among all the property categories, not only having risen for three consecutive years in vacancy rate but also being the only one that reports a decrease in rent rate out of all property categories.

Inevitably, the fit-out industry for Grade A commercial properties in Hong Kong will be affected to a certain extent and drag the Group's business performance. Nevertheless, the Group adopted a relatively conservative approach during the Year. By actively participating in more small-to-medium scale projects with smaller contract sums, the Group sought stability and development while maintaining its market position and operating cash flow. Despite total revenue for the Year of the Group recorded a drop of approximately 14.2%, revenue from the restacking business remained stable, reflecting the stable demand in the market. It is also worth mentioning that after last year's adjustment, the Group's design business was able to rebound, with its revenue increasing by more than four folds during the Year.

各位股東：

本人謹代表莊皇集團公司（「**莊皇集團**」或「**本公司**」）及其附屬公司（統稱「**本集團**」）之董事會（「**董事會**」），提呈本集團截至2022年3月31日止年度（「**年內**」）之經審核簡明綜合業績。

執筆此刻，香港第五波疫情逐漸步入尾聲，政府逐步放寬防疫政策，本地經濟有望進入復甦階段。然而，香港甲級商廈市場要回復至疫情或2019年前的水平，估計仍然需要一段時間。我們亦留意到，企業在這段時間普遍傾向以不變應萬變，即使辦公室空間已經無法再滿足業務發展需要，仍然會選擇改建現有辦公室，待宏觀環境更明朗時再作下一步決定。差餉物業估價署最新公布的《香港物業報告2022》顯示，本港整體寫字樓空置率連升三年，至2021年底的12.3%，當中甲級商廈最為疲弱，空置率連升三年之外，租金水平亦在各類商廈中獨跌。

故此，香港甲級商廈裝潢行業難免受到一定影響，拖累本集團的業務表現。儘管如此，本集團於年內採取相對保守的營運方針，期望藉著參與更多合同金額較低的中小型項目，維持集團的市場份額及現金流，務求穩中求勝。縱使本集團全年收入錄得約14.2%跌幅，惟重裝業務收入大致保持穩定，反映市場存在一定需求。值得一提的是，本集團的設計業務，經過去年的調整後，於本年度錄得反彈，年內收入貢獻增長超過4倍。

CHAIRMAN'S STATEMENT

主席報告

In the People's Republic of China (the "PRC"), our PRC subsidiary delivered a steady growth during the Year, reporting revenue growth of 91.2% year-on-year. The growth is a testament to our service quality as well as the growing recognition from customers and peers. Although the Group's performance in the fourth quarter was under pressure due to the recent wave of the pandemic in the PRC, we are confident that the operating environment will become more favourable as the pandemic gradually stabilizes, which will drive the demand for commercial property fit-out services. Under the leadership of our excellent management team in the PRC, we look forward to seizing market opportunities after the pandemic and hence driving the business performance.

In the long run, we remain optimistic about Hong Kong and the PRC fit-out market. Although the industry will continue to suffer from the pandemic and other macro uncertainties in the short-to-medium term, we believe Grade A commercial properties, being the cornerstone of financial and economic activities, will shine through when the pandemic subsides, supported by the national economic development of the Greater Bay Area. Once the uncertainties dissipate, the Group will be able to leverage its extensive subcontractor network and client resources, as well as its excellent service quality to seize the tremendous opportunities brought by market recovery.

Lastly, I would like to express my sincere gratitude to our shareholders, customers, subcontractors, board members and staff for their continuous support to the Group, and hope that we can share a fruitful results when the industry recovers.

Chairman of the Board

WONG Sai Chuen

Hong Kong, 24 June 2022

中國內地方面，本集團內地附屬公司業務在年內保持平穩上升，全年收入同比上升91.2%。業績的增長，印證本集團在內地知名度與日俱增，服務質素亦得到客戶以及行業肯定。雖然近日國內疫情反覆，使本集團第四季度的表現承壓，但隨著疫情逐漸變得穩定，我們有信心當地營商環境將持續回暖，帶動商廈裝潢服務需求回升。在內地優良的管理團隊領導下，我們將在疫情後抓緊市場機遇，從而帶動業績表現。

長遠而言，我們對中港裝潢市場仍持樂觀態度。儘管行業在短中期難免繼續受疫情及宏觀不明朗因素拖累，但我們相信甲級商廈市場作為金融及經濟活動的基石，在國家對大灣區的經濟規劃以及疫情逐步受控後，必定會有一番新氣象。當不明朗因素逐漸消散時，本集團將運用其豐富的次承判商網絡及客戶資源，憑著優質的服務，定能把握市場復甦所帶來的龐大機遇。

最後，本人衷心感謝各位股東、客戶、次承判商、董事會全人及員工一直以來對莊皇集團的鼎力支持，期望在行業回暖之時，我們能夠共享豐碩成果。

董事會主席

王世存

香港，2022年6月24日

FINANCIAL HIGHLIGHTS

財務摘要

		Audited 經審核		Change in percentage 百分比變動
		Year ended 31 March 截至3月31日止年度		
		2022	2021	
		2022年	2021年	
		HKD'000	HKD'000	
		千港元	千港元	
Revenue	收入	413,122	481,286	-14.2%
Gross profit	毛利	22,737	25,847	-12.0%
<i>Gross profit margin</i>	<i>毛利率</i>	5.5%	5.4%	0.1ppt 0.1個百分點
Loss before income tax	除所得稅前虧損	6,833	953	617.0%
(Loss)/profit attributable to owners of the Company	本公司擁有人應佔 (虧損) / 溢利	(5,735)	397	N/A 不適用
		HK cents	HK cents	
		港仙	港仙	
Basic and diluted (loss)/earnings per share	每股基本及 攤薄(虧損) / 盈利	(2.90)	0.20	N/A 不適用

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

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

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

During the year ended 31 March 2022, our business continued to be adversely affected by the Covid-19 ("COVID-19") pandemic. Customers became more conservative in their decisions regarding interior fit-out services, restacking and design of their offices. Work from home policy of some customers also suppressed the demand of new offices. In tendering for new projects, we have lowered our bidding prices in order to secure a higher chance for success in bidding. COVID-19 has become more serious near the year-end. In the fourth quarter, the strict COVID-19 quarantine measures or lockdown restrictions implemented in Hong Kong and some of the PRC cities have caused the postponement of certain projects.

Under this challenging economic environment, for the year ended 31 March 2022, revenue of the Group was HKD413.1 million, representing a decrease of 14.2% compared with HKD481.3 million recorded last year. Revenues from bare shell fit-out and restacking, which were the main sources of our Group's income, have been decreased during the year. Gross profit was HKD22.7 million for the year ended 31 March 2022, representing a decrease of 12.0% compared with HKD25.8 million recorded last year.

For the year ended 31 March 2022, the loss attributable to owners of the Company was HKD5.7 million while profit attributable to owners of the Company was HKD0.4 million for the corresponding period of last year.

業務回顧

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

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

於截至2022年3月31日止年度，我們的業務繼續受到2019新型冠狀病毒病（「COVID-19」）疫情的不利影響。客戶在決定室內裝潢服務、重裝及設計辦公室時更為保守。部分客戶的居家辦公政策亦抑制了新辦公室的需求。在新項目招標方面，我們降低了招標造價以提高成功招標的機會。COVID-19在接近年底時更為嚴重。於第四季度，香港及中國部分城市實施嚴格的COVID-19隔離措施或封鎖限制，導致若干項目需要延期。

在此充滿挑戰的經濟環境下，截至2022年3月31日止年度，本集團收入為413.1百萬港元，較去年錄得的481.3百萬港元下降14.2%。作為本集團主要收入來源的毛坯房裝潢及重裝業務收入於年內有所減少。截至2022年3月31日止年度的毛利為22.7百萬港元，較去年錄得的25.8百萬港元下降12.0%。

截至2022年3月31日止年度，本公司擁有人應佔虧損為5.7百萬港元，而去年同期本公司擁有人應佔溢利為0.4百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCE REVIEW

Revenue

The Group's revenue is principally generated from (i) bare shell fit-out; (ii) restacking; (iii) reinstatement; (iv) design; (v) churn works; and (vi) maintenance and others. For the year ended 31 March 2022, the revenue of the Group was HKD413.1 million, representing a decrease of 14.2% compared with HKD481.3 million recorded last year. The decrease was mainly attributed to the adverse effects brought by COVID-19 on the economy of the PRC and Hong Kong. The pandemic has caused postponement or halt of certain projects during the strict COVID-19 quarantine measures or lockdown restrictions implemented in Hong Kong and some of the PRC cities.

The following table sets forth a breakdown of the Group's revenue by project types for the year ended 31 March 2022 and 2021:

財務回顧

收入

本集團的收入主要來自(i)毛坯房裝潢；(ii)重裝；(iii)還原；(iv)設計；(v)零碎工程；及(vi)保養及其他。截至2022年3月31日止年度，本集團的收入為413.1百萬港元，較去年的481.3百萬港元下降14.2%。收入減少主要是由於COVID-19疫情對中國及香港的經濟帶來不利影響。疫情導致於香港及中國部分城市實施嚴格的COVID-19隔離措施或封鎖限制，期間若干項目需要延期或暫停。

下表載列本集團截至2022年及2021年3月31日止年度按項目類型劃分的收入明細：

		Year ended 31 March 截至3月31日止年度			
		2022 2022年		2021 2021年	
		HKD'000 千港元	% 百分比	HKD'000 千港元	% 百分比
Project type	項目類型				
Bare shell fit-out	毛坯房裝潢	172,096	41.7	249,810	51.9
Restacking	重裝	200,058	48.4	201,024	41.8
Reinstatement	還原	6,419	1.5	11,112	2.3
Design	設計	7,326	1.8	1,402	0.3
Churn works	零碎工程	25,696	6.2	16,522	3.4
Maintenance and others	保養及其他	1,527	0.4	1,416	0.3
Total	總計	413,122	100.0	481,286	100.0

As shown in table above, our bare shell fit-out contributed to 41.7% and 51.9% of the Group's total revenue for the year ended 31 March 2022 and 2021, respectively. Revenue from bare shell fit-out was HKD172.1 million for the year ended 31 March 2022, representing a decrease of 31.1% compared with HKD249.8 million recorded last year.

From 1 April 2021 and up to the date of this annual report, we were newly awarded a total of 33 bare shell fit-out projects with a total project sum of HKD248.3 million.

如上表所示，截至2022年及2021年3月31日止年度，我們的毛坯房裝潢貢獻的收入分別佔本集團總收入的41.7%及51.9%。截至2022年3月31日止年度，毛坯房裝潢產生的收入為172.1百萬港元，較去年的249.8百萬港元減少31.1%。

自2021年4月1日起直至本年度報告日期，我們共獲得33個新的毛坯房裝潢項目，項目總額為248.3百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCE REVIEW (Continued)

Cost of sales and Direct margin

The Group's cost of sales mainly comprised of subcontracting charges and staff costs. Cost of sales for the year ended 31 March 2022 was HKD390.4 million, representing a decrease of 14.3% compared with HKD455.4 million recorded last year. The decrease was in line with the decrease in revenue.

Defined as revenue less subcontracting costs, cleaning expenses, insurance expenses and security expenses, the direct margin of the Group indicates the overall project profitability before taking into account other fixed costs. The following table sets forth the breakdown of the Group's direct margin by project types for the year ended 31 March 2022 and 2021:

		Year ended 31 March 截至3月31日止年度			
		2022 2022年		2021 2021年	
		HKD'000 千港元	% of revenue 佔收入百分比	HKD'000 千港元	% of revenue 佔收入百分比
Project type	項目類型				
Bare shell fit-out	毛坯房裝潢	26,568	15.4	26,782	10.7
Restacking	重裝	17,550	8.8	23,282	11.6
Reinstatement	還原	844	13.1	661	5.9
Design	設計	1,819	24.8	1,182	84.3
Churn works	零碎工程	3,401	13.2	412	2.5
Maintenance and others	保養及其他	220	14.4	289	20.4
Total	總計	50,402	12.2	52,608	10.9

The Group's overall direct margin was HKD50.4 million for the year ended 31 March 2022, representing a decrease of 4.2% compared with HKD52.6 million recorded last year. The direct margin ratio for the year ended 31 March 2022 was 12.2%, representing an increase of 1.3 percentage points compared with 10.9% for the corresponding period of last year. Such increase was due to the decrease in materials cost, cleaning expenses, insurance expenses and security expenses.

財務回顧 (續)

銷售成本及直接利潤

本集團的銷售成本主要包括分包費用及員工成本。截至2022年3月31日止年度的銷售成本為390.4百萬港元，較去年的455.4百萬港元下降14.3%。該下降與收入減少一致。

本集團直接利潤定義為收入減分包成本、清潔費用、保險開支及保安開支，乃未計及其他固定成本的整體項目盈利情況。下表載列本集團截至2022年及2021年3月31日止年度按項目類型劃分的直接利潤明細：

截至2022年3月31日止年度，本集團的整體直接利潤為50.4百萬港元，較去年的52.6百萬港元減少4.2%。截至2022年3月31日止年度，直接利潤率為12.2%，較去年同期的10.9%增加1.3個百分點。該增長是由於材料成本、清潔開支、保險開支及保安開支減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCE REVIEW (Continued)

Other income

Other income for the current year was HKD0.1 million, representing a decrease of 98.7% compared with HKD3.7 million for the corresponding period of last year. The amount represents government grant in respect of the Distance Business Programme (2021: the Employment Support Scheme) received from the Government of the Hong Kong Special Administrative Region.

Administrative expenses

Administrative expenses was HKD30.3 million for the current year, representing a decrease of 19.2% compared with HKD37.6 million recorded last year. Such decrease was primarily attributable to (i) a decrease of HKD5.0 million in legal and professional fee; and (ii) a decrease of HKD1.7 million in administrative staff costs.

Finance costs

Finance costs which comprised mainly the interest on the lease liabilities amounted to HKD0.2 million for both years.

Income tax (expense)/credit

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

(Loss)/profit for the year

Loss was HKD7.2 million for the year ended 31 March 2022 while a profit of HKD0.4 million was recorded for last year.

(Loss)/profit for the year attributable to owners of the Company

Loss attributable to owners of the Company was HKD5.7 million for the year ended 31 March 2022, while profit attributable to owners of the Company was HKD0.4 million for last year.

Dividend

The Board does not recommend the payment of the final dividend for the year ended 31 March 2022 (2021: Nil).

財務回顧 (續)

其他收入

本年度的其他收入為0.1百萬港元，較去年同期的3.7百萬港元下降98.7%。該款項為根據香港特別行政區政府推出的遙距營商計劃（2021年：保就業計劃）所得的政府補貼。

行政開支

於本年度的行政開支為30.3百萬港元，較去年的37.6百萬港元減少19.2%。該減少主要由於(i)法律及專業費用減少5.0百萬港元；及(ii)行政人員成本減少1.7百萬港元。

財務成本

財務成本主要包括租賃負債利息，於兩個年度均為0.2百萬港元。

所得稅（開支）／抵免

本年度所得稅開支為0.4百萬港元，而去年為所得稅抵免為1.4百萬港元。

本年度（虧損）／溢利

截至2022年3月31日止年度的虧損為7.2百萬港元，而去年錄得溢利為0.4百萬港元。

本公司擁有人應佔年內（虧損）／溢利

截至2022年3月31日止年度，本公司擁有人應佔虧損為5.7百萬港元，而去年為本公司擁有人應佔溢利為0.4百萬港元。

股息

董事會不建議就截至2022年3月31日止年度派付末期股息（2021年：零）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY, FINANCIAL RESOURCES, GEARING RATIO AND CAPITAL STRUCTURE

During the year ended 31 March 2022, the Group financed its operation by its internal resources. As at 31 March 2022, the Group had net current assets of HKD109.9 million (31 March 2021: HKD117.8 million), including cash and cash equivalents balances of HKD119.8 million (31 March 2021: HKD112.5 million) mainly denominated in Hong Kong dollars (“HKD”) and Renminbi (“RMB”).

The current ratio, being the ratio of current assets to current liabilities, was 1.8 times as at 31 March 2022 (31 March 2021: 2.0 times). The gearing ratio of the Group as at 31 March 2022 was nil (31 March 2021: Nil). The gearing ratio is calculated as total debt divided by total equity as at the respective period end.

There has been no change in capital structure of the Company as at 31 March 2022. The equity attributable to owners of the Company amounted to HKD136.9 million as at 31 March 2022 (31 March 2021: HKD142.5 million).

The Group did not make any foreign exchange related hedges for the year ended 31 March 2022.

PLEDGE OF ASSETS

As at 31 March 2022 and 2021, the Group had not pledged any assets to secure bank facilities or finance lease obligations.

CAPITAL COMMITMENTS

As at 31 March 2022, the Group did not have any material capital commitment in relation to the acquisitions (31 March 2021: Nil).

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

During the year ended 31 March 2022, the Group did not have any significant investment, material acquisition or disposal.

CONTINGENT LIABILITIES

As at 31 March 2022, the Group provided guarantees of surety bonds of HKD4.0 million (31 March 2021: HKD16.2 million) in respect of 3 (31 March 2021: 5) construction contract(s) in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

流動資金、財務資源、資產負債比率及資本結構

於截至2022年3月31日止年度，本集團以內部資源撥付營運所需資金。於2022年3月31日，本集團的流動資產淨值為109.9百萬港元（2021年3月31日：117.8百萬港元），包括現金及現金等價物結餘119.8百萬港元（2021年3月31日：112.5百萬港元），主要以港元（「港元」）及人民幣（「人民幣」）計值。

於2022年3月31日，流動比率（即流動資產與流動負債之比率）為1.8倍（2021年3月31日：2.0倍）。本集團於2022年3月31日的資產負債比率為零（2021年3月31日：零）。資產負債比率按各期末的負債總額除以權益總額計算。

本公司於2022年3月31日的資本結構並無發生變化。於2022年3月31日，本公司擁有人應佔權益為136.9百萬港元（2021年3月31日：142.5百萬港元）。

本集團於截至2022年3月31日止年度內並無進行任何外匯相關對沖。

資產抵押

於2022年及2021年3月31日，本集團並無抵押任何資產以獲取銀行融資或融資租賃承擔。

資本承擔

於2022年3月31日，本集團並無有關收購事項的任何重大資本承擔（2021年3月31日：無）。

重大投資、重大收購及出售附屬公司及聯屬公司

截至2022年3月31日止年度內，本集團並無任何重大投資、重大收購或出售事項。

或然負債

於2022年3月31日，本集團就日常業務過程中的3（2021年3月31日：5）份建築合約提供4.0百萬港元（2021年3月31日：16.2百萬港元）的履約保證擔保。該等履約保證預計將根據各建築合約的條款解除。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

HUMAN RESOURCES MANAGEMENT

As at 31 March 2022, the Group had a total of 83 (31 March 2021: 87) employees. To ensure that the Group is able to attract and retain staff capable of attaining the best performance levels, remuneration packages are reviewed on a regular basis. In addition, discretionary bonus is offered to eligible employees by reference to the Group's results and individual performance. The total staff cost for the year ended 31 March 2022 amounted to approximately HKD44.9 million (31 March 2021: HKD45.2 million).

OUTLOOK

Entering the second half of 2022, as the fifth wave of the pandemic gradually fades, and border controls are expected to be lifted, the Group remains optimistic over the outlook of Grade A commercial property fit-out market in Hong Kong. A report from Savills indicated that, as the pandemic becomes increasingly under control, the Hong Kong office leasing market is expected to return to an upward trajectory in the second and third quarters of the calendar year. As normal working practices resume, companies may now have a growing incentive for lease renewals and relocations, thus laying the solid foundation for a rebound in the Hong Kong commercial property market and hence driving the demand for fit-out services.

Over the last two challenging years, the Group strived to maintain its business scale while optimizing its subcontractor network, in an attempt to maintain or even enhance profit margin without sacrificing quality. As the market condition improves, the Group believes that its efforts over the past two years will help the Group to secure larger-scale and higher-margin service contracts, allowing us to improve financially in the latter part of the year.

For our business in the PRC, the Group continued to consolidate its foundation over the past year. Although the preventive measures are unlikely to relax shortly, the management team will continue to maintain its business scale in the PRC, and actively look for different opportunities, such as working with more quality subcontractors and securing more different types of contracts when the pandemic subsides, in order to strengthen its foothold in the PRC. In the medium-to-long term, the Group expects the business scale in the PRC will gradually expand, delivering stronger economies of scale and becoming one of the contributors to its future development.

人力資源管理

於2022年3月31日，本集團共有83（2021年3月31日：87）名員工。為確保本集團有能力吸引及挽留表現優秀的員工，我們定期檢討薪酬待遇。此外，我們亦參考本集團的業績及個人表現向合資格僱員發放酌情花紅。截至2022年3月31日止年度的總員工成本約為44.9百萬港元（2021年3月31日：45.2百萬港元）。

展望

踏入2022年下半年，隨著第五波疫情逐漸緩和及出入境管制措施有望解除，本集團對香港甲級商廈裝潢市場的前景感到樂觀。第一太平戴維斯的報告指出，本地疫情愈趨明朗，香港寫字樓租賃市場在本歷年第二及第三季度的成交量有望重拾升軌。而企業逐步恢復正常的上班方式後，將有更多機會考慮續租及搬遷事宜，帶動香港商廈市場回暖，從而驅動對裝潢服務的需求。

過去兩年低潮，本集團在爭取維持業務規模的同時，仍致力於完善次承判商組合，期望在維持服務質素的大前提下，保持甚至提升利潤空間。隨著市況逐步改善，本集團相信過去兩年的努力，將有助集團主動爭取工程規模更大、利潤水平更高的服務合同，從而在今年下旬帶來更卓越的財務表現。

回看內地，本集團在過去一年繼續鞏固其業務基礎。雖然短期內不會放寬防疫措施，但管理團隊仍會積極維持業務規模，期望疫情消散之時，能夠爭取更多不同的機遇，例如與更多優質次承判商合作、爭取更多不同類型的訂單等，以進一步壯大國內的業務版圖。中長線而言，本集團期望內地業務規模能夠逐步上升，獲取更強的規模經濟效應，並成為莊皇集團未來發展的一大助力。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Executive Directors

Mr. WONG Sai Chuen (“Mr. Wong”), aged 47, is the Chairman, Chief Executive Officer and an executive Director of the Company since 4 January 2018. Mr. Wong was also appointed as the chairman of the nomination committee on 8 January 2020. Mr. Wong founded the Group in 2009 and was appointed as a Director on 24 March 2017. Mr. Wong is responsible for the strategic planning, business development, daily operations and major decision making of the Group. Mr. Wong is also a director of certain subsidiaries of the Company.

Mr. Wong has over 12 years of experience in the interior fit-out industry. He is also an honorary director of the 55th term board of directors of the Yan Chai Hospital. Mr. Wong is the spouse of Ms. Hui Man Yee, Maggie, an executive Director of the Company.

Mr. WONG Kin Kei, aged 45, is the Chief Operating Officer and an executive Director of the Company since 4 January 2018. Mr. Wong Kin Kei joined the Group in April 2010 and was appointed as a Director on 24 March 2017. Mr. Wong Kin Kei is responsible for business development, daily operations, and technical and project management. Mr. Wong Kin Kei is also a director of certain subsidiaries of the Company.

Mr. Wong Kin Kei has about 20 years of experience in the fit-out industry. Mr. Wong Kin Kei obtained a higher diploma in building services engineering from the City University of Hong Kong in November 1999. Mr. Wong Kin Kei then obtained a bachelor's degree in engineering from the University of Central Lancashire by distance learning in January 2007. Mr. Wong Kin Kei also obtained a postgraduate diploma in building services engineering from Heriot-Watt University by distance learning in June 2013.

Ms. HUI Man Yee, Maggie (“Ms. Hui”), aged 45, is an executive Director of the Company since 4 January 2018. Ms. Hui joined the Group in April 2015 and was appointed as a Director on 6 July 2017. Ms. Hui is responsible for daily operations, business development, human resources and administrative management of the Group. Ms. Hui is also a director of certain subsidiaries of the Company.

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

執行董事

王世存先生（「王先生」），47歲，自2018年1月4日起出任本公司主席、行政總裁兼執行董事。王先生亦於2020年1月8日獲委任為本公司提名委員會主席。王先生於2009年創立本集團，並於2017年3月24日獲委任為董事。王先生負責本集團策略規劃、業務拓展、日常營運及重大決策。王先生亦擔任本公司若干附屬公司之董事。

王先生於室內裝潢行業擁有逾12年的經驗。彼亦為仁濟醫院第55屆董事局之名譽理事。王先生乃本公司執行董事許曼怡女士之配偶。

黃健基先生，45歲，自2018年1月4日起出任本公司的營運總監兼執行董事。黃健基先生於2010年4月加入本集團，並於2017年3月24日獲委任為董事。黃健基先生負責業務拓展、日常營運以及技術和項目管理。黃健基先生亦擔任本公司若干附屬公司之董事。

黃健基先生於裝潢行業擁有約20年的經驗。黃健基先生於1999年11月獲得香港城市大學屋宇裝備工程學高級文憑。隨後，黃健基先生透過遙距學習於2007年1月獲得中央蘭開夏大學工學學士學位。黃健基先生亦透過遙距學習於2013年6月獲得赫瑞－瓦特大學屋宇裝備工程學研究生文憑。

許曼怡女士（「許女士」），45歲，自2018年1月4日起出任本公司執行董事。許女士於2015年4月加入本集團，並於2017年7月6日獲委任為董事。許女士負責本集團日常營運、業務拓展、人力資源及行政管理。許女士亦擔任本公司若干附屬公司的董事。

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

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Executive Directors (Continued)

Dr. Sung Tak Wing, Leo (“Dr. Sung”), aged 61, is an executive director and a compliance officer of the Company since 11 March 2020. Dr. Sung was also served as a company secretary of the Company from June 2020 to February 2022 and was re-designated as joint company secretary of the Company with effect from 25 February 2022. Dr. Sung is responsible for daily operations, business development, public relations and company secretarial matters of the Group. Dr. Sung is also a director of certain subsidiaries of the Company.

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

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

執行董事 (續)

宋得榮博士 (「宋博士」)，61歲，自2020年3月11日起出任本公司執行董事兼合規主任。於2020年6月至2022年2月期間，宋博士亦出任為本公司公司秘書，並於2022年2月25日起調任為本公司聯席公司秘書。宋博士負責本集團之日常營運、業務拓展、公共關係及公司秘書事宜。宋博士亦擔任本公司若干附屬公司之董事。

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

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

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent non-executive Directors

Mr. Cheung Chi Man, Dennis (“Mr. Cheung”), aged 54, is an independent non-executive Director, the chairman of the audit committee, and a member of the nomination committee and the remuneration committee of the Company since 21 January 2020, and was re-designated as the chairman of the remuneration committee on 28 January 2022. Mr. Cheung has over 20 years of experience in financial management, treasury, and company secretarial matters.

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

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

獨立非執行董事

張志文先生（「張先生」），54歲，自2020年1月21日起出任本公司獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員，並於2022年1月28日調任為薪酬委員會主席。張先生於財務管理、庫務及公司秘書事宜方面擁有逾20年經驗。

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

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

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent non-executive Directors (Continued)

Mr. Chan Charles Cham Chuen (“Mr. Chan”), aged 50, is an independent non-executive Director, a member of each of the audit committee, the nomination committee, and the remuneration committee of the Company since 9 August 2021.

Mr. Chan has over 25 years of experience in the apparel manufacturing and trading business in Hong Kong since 1994, and he has participated in business connected to fine timepiece business since 2007. Since 2018, Mr. Chan has served as a senior advisor of Lion Rock Capital Limited, an Asian private equity investment firm in Hong Kong. Mr. Chan currently also serves as (i) the voting member of the Hong Kong Jockey Club; (ii) the chairman of the 7th term board of directors of the Education Development Foundation Association; (iii) the manager of Yan Chai Hospital Chan Lu Seng Primary School; and (iv) the director of Hong Kong Network for the Promotion of Inclusive Society Limited.

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

Mr. Law Chun Yat (“Mr. Law”), aged 34, is an independent non-executive Director, a member of each of the audit committee, the nomination committee, and the remuneration committee of the Company since 25 February 2022. Mr. Law has over 8 years of experience in accounting, auditing, and taxation matters. Mr. Law holds a bachelor’s degree of Commerce (Honours) in Accountancy from The Hong Kong Baptist University. Mr. Law is a member and Certified Public Accountant (Practising) of The Hong Kong Institute of Certified Public Accountants.

獨立非執行董事 (續)

陳湛全先生 (「陳先生」)，50歲，自2021年8月9日起出任本公司獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。

陳先生自1994年起於香港服裝製造與貿易業務擁有逾25年經驗，彼自2007年起亦參與高級鐘錶相關業務。陳先生自2018年起出任萊恩資本有限公司（一家位於香港的亞洲私募股權投資公司）的高級顧問。陳先生現在同時擔任(i)香港賽馬會遴選會員；(ii)促進教育基金會第七屆董事局主席；(iii)仁濟醫院陳耀星小學校董；及(iv)香港傷健共融網絡董事。

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

羅俊逸先生 (「羅先生」)，34歲，自2022年2月25日起出任本公司獨立非執行董事、審核委員會成員、提名委員會成員及薪酬委員會成員。羅先生於會計、審計及稅務方面擁有逾8年經驗。羅先生擁有香港浸會大學頒授會計學商學士（榮譽）學位。羅先生為香港會計師公會會員及執業會計師。

DIRECTORS' REPORT

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 March 2022.

PRINCIPAL ACTIVITIES

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

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

BUSINESS REVIEW

The business review and an indication of likely future developments of the Group for the year ended 31 March 2022, as required by Schedule 5 of the Companies Ordinance (Chapter 622, Laws of Hong Kong (the "Companies Ordinance"), are set out in the "Chairman's Statement" and "Management Discussion and Analysis" on pages 6 to 7 and pages 9 to 14 respectively of this annual report. Such discussion forms part of this directors' report.

PRINCIPAL RISKS AND UNCERTAINTIES

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

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

董事欣然提呈本集團截至2022年3月31日止年度的董事會報告書及經審核綜合財務報表。

主要業務

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

本集團按營運分部劃分的本年度業績分析載於本綜合財務報表附註5。

業務回顧

根據香港法例第622章《公司條例》（「公司條例」）附表5之規定，本集團的業務回顧及截至2022年3月31日止年度本集團未來可能的發展，分別載於本年報第6至7頁及第9至14頁之「主席報告」及「管理層討論及分析」一節。此討論為本董事會報告之一部分。

主要風險及不明朗因素

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

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

PRINCIPAL RISKS AND UNCERTAINTIES

(Continued)

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

ENVIRONMENTAL POLICIES

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

RELATIONSHIPS WITH EMPLOYEES

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

主要風險及不明朗因素 (續)

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

環境政策

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

與僱員的關係

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

DIRECTORS' REPORT

董事會報告

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS, EMPLOYEES AND SHAREHOLDERS

The success of the Group also depends on the support from key parties which comprise customers, suppliers, employees and shareholders. During the year ended 31 March 2022, the Group has maintained good relationships with the customers and suppliers and there was no material dispute between the Group and the customers or the suppliers.

Regarding the employees, the Group focuses on the talents of our employees as our most valuable asset and provides a harmonious and professional working environment. During the year ended 31 March 2022, we have provided competitive remuneration packages to our employees to recognise their contribution to the Group.

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

COMPLIANCE WITH LAWS AND REGULATIONS

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

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 118 to 119 of this annual report.

與客戶、供應商、僱員及股東的關係

本集團的成功亦依賴於客戶、供應商、僱員及股東等主要人士的支持。於截至2022年3月31日止年度，本集團已與客戶及供應商建立良好的合作關係且本集團與客戶或供應商之間並無重大分歧。

關於僱員，本集團關注僱員的才能並視其為我們最寶貴的資產，並為僱員提供和諧專業的工作環境。於截至2022年3月31日止年度，我們提供予僱員具競爭力的薪酬待遇以確認其對本集團的貢獻。

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

遵守法律及法規

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

業績及股息

本集團截至2022年3月31日止年度業績載於本年報第118至119頁之綜合損益及其他全面收益表。

DIRECTORS' REPORT

董事會報告

RESULTS AND DIVIDENDS *(Continued)*

Dividend Policy

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

Dividend

The Board does not recommend the payment of final dividend for the year ended 31 March 2022 (2021: Nil).

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

In order to ascertain the entitlement of Shareholders to attend and vote at the AGM, the transfer books and register of members of the Company will be closed from Tuesday, 30 August 2022 to Friday, 2 September 2022 (both days inclusive), during which no transfer of Shares will be affected. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (on or after 13 August 2022: 17th Floor, Far East Finance Centre, No. 16 Harcourt Road, Hong Kong) not later than 4:30 p.m. on Monday, 29 August 2022.

RESERVES

Movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 122 and in note 30(b) to the consolidated financial statements.

業績及股息 (續)

股息政策

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

股息

董事會不建議就截至2022年3月31日止年度派付末期股息(2021年：無)。

為股東週年大會(「股東週年大會」)暫停辦理股份過戶登記手續

為確定股東有權出席股東週年大會並於會上投票，本公司將自2022年8月30日(星期二)至2022年9月2日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續及股東名冊登記，期間不會辦理任何股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有股份過戶文件連同有關股票必須最遲於2022年8月29日(星期一)下午四時三十分前送達本公司的香港股份過戶及登記分處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓(於2022年8月13日或之後：香港夏慤道16號遠東金融中心17樓)，以辦理登記。

儲備

本集團及本公司於本年度之儲備變動詳情載於綜合權益變動表第122頁及綜合財務報表附註30(b)。

DIRECTORS' REPORT

董事會報告

DISTRIBUTABLE RESERVES

As at 31 March 2022, the distributable reserves of the Company amounted to HKD73.4 million (2021: HKD78.0 million).

DONATIONS

Charitable and other donations made by the Group during the year amounted to less than HKD0.1 million (2021: HKD0.2 million).

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL AND SHARE OPTIONS

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

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

PRE-EMPTIVE RIGHTS

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

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 204 of this annual report.

可供分派之儲備

於2022年3月31日，本公司的可供分派儲備為73.4百萬港元（2021年：78.0百萬港元）。

捐款

本集團於本年度作出的慈善捐款及其他捐款少於0.1百萬港元（2021年：0.2百萬港元）。

物業、廠房及設備

本集團於本年度的物業、廠房及設備之變動詳情載於綜合財務報表附註13。

股本及購股權

本公司股本於本年度變動之詳情載於綜合財務報表附註22及27。

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

優先購買權

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

五年財務摘要

本集團過去五個財政年度之業績、資產及負債摘要載於本年報第204頁。

DIRECTORS' REPORT

董事會報告

DIRECTORS

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

Executive Directors

Wong Sai Chuen (*Chairman and Chief Executive Officer*)
Wong Kin Kei (*Chief Operating Officer*)
Hui Man Yee, Maggie
Sung Tak Wing, Leo

Independent Non-executive Directors

Cheung Chi Man, Dennis
Chan Charles Cham Chuen (*appointed on 9 August 2021*)
Law Chun Yat (*appointed on 25 February 2022*)
Chan Chi Kwong, Dickson (*resigned on 30 November 2021*)
Pang Chung Fai, Benny (*retired on 30 July 2021*)

In accordance with Articles 109 and 113 of the Articles and pursuant to Appendix 15 of the GEM Listing Rules, Mr. Wong Kin Kei, Dr. Sung Tak Wing, Leo, Mr. Cheung Chi Man, Dennis, Mr. Chan Charles Cham Chuen and Mr. Law Chun Yat (collectively, the "Retiring Directors") will retire as Directors by rotation at the AGM and, being eligible, have agreed to offer themselves for re-election at the AGM. Further particulars of the Retiring Directors are set out in the circular to the shareholders sent together with this annual report. All other existing Directors shall continue in office.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

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

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

董事

於本年度及截至本年報日期的董事如下：

執行董事

王世存 (*主席兼行政總裁*)
黃健基 (*營運總監*)
許曼怡
宋得榮

獨立非執行董事

張志文
陳湛全 (*於2021年8月9日獲委任*)
羅俊逸 (*於2022年2月25日獲委任*)
陳智光 (*於2021年11月30日辭任*)
彭中輝 (*於2021年7月30日退任*)

根據細則第109及113條規定以及GEM上市規則附錄十五之規定，黃健基先生、宋得榮博士、張志文先生、陳湛全先生及羅俊逸先生（統稱「退任董事」）將於股東週年大會上輪值退任，彼等均符合資格且已同意於股東週年大會上膺選連任。退任董事之更多詳情，載於隨本年報向股東一併寄發之通函內。其餘所有現任董事均留任。

董事之服務合約

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

董事於有關本公司業務之重大交易、安排及合約的重大權益

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

DIRECTORS' REPORT

董事會報告

MANAGEMENT CONTRACTS

Other than the Directors' service agreements and appointment letters, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the year ended 31 March 2022.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

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

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

Details of the Directors' emoluments and of the five highest paid individuals are set out in notes 31(a) and 9 to the consolidated financial statements, respectively.

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

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

As at 31 March 2022, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO (Chapter 571 of the Laws of Hong Kong)), which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required to be recorded in the register maintained by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by the directors were as follows:

管理合約

除董事服務協議及委任函外，於截至2022年3月31日止年度末，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

董事及高級管理人員履歷詳情

董事及本集團高級管理人員之履歷詳情已載於本年報第15至18頁。

董事，最高行政人員及五名最高薪酬人士的薪酬

有關董事及五名最高薪酬人士的薪酬詳情分別載於綜合財務報表附註31(a)及9。

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

董事及最高行政人員於本公司或任何相聯法團股份、相關股份及債券的權益及淡倉

於2022年3月31日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例第XV部）的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被視為或當作擁有的權益及淡倉），或根據證券及期貨條例第352條須登記由本公司存置之登記冊內的權益及淡倉或根據有關董事進行證券交易的GEM上市規則第5.46至5.67條規定須另行知會本公司及聯交所的權益及淡倉，如下：

DIRECTORS' REPORT

董事會報告

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

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

Name of Directors/ chief executive	Capacity/ nature of interest	Number of issued shares held/ interested in 所持/擁有權益的 已發行股份數目	Percentage of the issued share capital 佔已發行 股本百分比
董事/最高行政人員姓名	身份/權益性質		
Mr. Wong Sai Chuen 王世存先生	Interest in a controlled corporation 受控法團權益	112,500,000 (Note 1) (附註1)	56.25%
Ms. Hui Man Yee, Maggie 許曼怡女士	Interest of spouse 配偶權益	112,500,000 (Note 2) (附註2)	56.25%
Mr. Wong Kin Kei 黃健基先生	Interest in a controlled corporation 受控法團權益	37,500,000 (Note 3) (附註3)	18.75%

Notes:

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

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

(A) 於本公司普通股股份及相關股份的好倉

Name of Directors/ chief executive	Capacity/ nature of interest	Number of issued shares held/ interested in 所持/擁有權益的 已發行股份數目	Percentage of the issued share capital 佔已發行 股本百分比
董事/最高行政人員姓名	身份/權益性質		
Mr. Wong Sai Chuen 王世存先生	Interest in a controlled corporation 受控法團權益	112,500,000 (Note 1) (附註1)	56.25%
Ms. Hui Man Yee, Maggie 許曼怡女士	Interest of spouse 配偶權益	112,500,000 (Note 2) (附註2)	56.25%
Mr. Wong Kin Kei 黃健基先生	Interest in a controlled corporation 受控法團權益	37,500,000 (Note 3) (附註3)	18.75%

附註:

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

DIRECTORS' REPORT

董事會報告

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

(B) Long Position in the Shares of associated corporations

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

(B) 於相聯法團股份的好倉

Name of Directors/ chief executive	Name of associated corporation	Capacity/ nature of interest	Number of issued shares held/interested in 所持/擁有權益的 已發行股份數目	Percentage of shareholding 持股百分比
董事/最高行政人員姓名	相聯法團名稱	身份/權益性質		
Mr. Wong Sai Chuen 王世存先生	Madison Square International Investment Limited (Note 2) 世曼有限公司(附註2)	Beneficial owner 實益擁有人	37,500	100%
Ms. Hui Man Yee, Maggie (Note 1) 許曼怡女士(附註1)	Madison Square International Investment Limited (Note 2) 世曼有限公司(附註2)	Interest of spouse 配偶權益	37,500	100%
Mr. Wong Kin Kei 黃健基先生	J&J Partner Investment Group Limited (Note 3) 旭傑有限公司(附註3)	Beneficial owner 實益擁有人	12,500	100%

Notes:

附註:

- Ms. Hui Man Yee, Maggie, the spouse of Mr. Wong Sai Chuen, is deemed to be interested in Mr. Wong Sai Chuen's interest in Madison Square International Investment Limited, pursuant to Part XV of the SFO.
- Under Part XV of the SFO, a holding company of listed corporation is regarded as an "associated corporation". Madison Square International Investment Limited held 56.25% of our issued share capital and thus was our associated corporation.
- Under Part XV of the SFO, a holding company of listed corporation is regarded as an "associated corporation". J&J Partner Investment Group Limited held 18.75% of our issued share capital and thus was or associated corporation.

- 許曼怡女士乃王世存先生的配偶，根據證券及期貨條例第XV部，被視為於王世存先生於世曼有限公司的權益中擁有權益。
- 根據證券及期貨條例第XV部，上市法團的控股公司被視作「相聯法團」。世曼有限公司持有本公司已發行股本的56.25%，故為本公司的相聯法團。
- 根據證券及期貨條例第XV部，上市法團的控股公司被視作「相聯法團」。旭傑有限公司持有本公司已發行股本的18.75%，故為本公司的相聯法團。

Save as disclosed above, as at 31 March 2022, none of the Directors and chief executive of the Company nor their close associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as defined in the SFO.

除上文所披露者外，於2022年3月31日，概無本公司董事及最高行政人員或彼等之緊密聯繫人於本公司或其任何相聯法團(定義見證券及期貨條例)的任何股份、相關股份及債券中擁有任何權益或淡倉。

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

As at 31 March 2022, so far as known to the Directors, the particulars of the corporate or persons (other than a Director or the chief executive of the Company) which had 5% or more interests and short positions in the shares and the underlying shares of the Company as recorded in the register kept pursuant to section 336 of the SFO were as follows:

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

**主要股東及其他人士於本公司股份及相
關股份的權益及淡倉**

於2022年3月31日，據董事所知，根據證券及期貨條例第336條存置的登記冊所記錄擁有本公司股份及相關股份5%或以上權益及淡倉的法團或人士（本公司董事或最高行政人員除外）詳情如下：

於本公司普通股股份及相關股份的好倉

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

DIRECTORS' REPORT

董事會報告

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

(Continued)

Notes:

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

Save as disclosed above, as at 31 March 2022, the Company had not been notified by any persons (other than Directors or chief executive of the Company) who has interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

SHARE OPTION SCHEME

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

主要股東及其他人士於本公司股份及相關股份的權益及淡倉 (續)

附註：

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

除上文所披露者外，於2022年3月31日，概無任何人士(本公司董事或最高行政人員除外)曾知會本公司，其於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定須記錄在本公司存置的登記冊內的權益或淡倉。

購股權計劃

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

SHARE OPTION SCHEME (Continued)

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

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

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

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

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

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

No share options has lapsed, or have been granted, exercised or cancelled under the Share Option Scheme since its adoption and up to the date of this annual report, hence no outstanding share option as at 31 March 2022 and 2021.

購股權計劃 (續)

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

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

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

根據購股權計劃授出購股權的要約可由承授人在支付1港元代價後接納。

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

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

自購股權計劃採納起至本年度報告日期，概無任何購股權根據購股權計劃已失效或授出或獲行使或註銷，因此，於2022年及2021年3月31日並無任何發行在外的購股權。

DIRECTORS' REPORT

董事會報告

SHARE AWARD SCHEME

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

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

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

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 March 2022 was the Company, its holding company or any of its subsidiaries or fellow subsidiaries a party to an arrangement that would enable the Directors or their close associates to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

PERMITTED INDEMNITY PROVISIONS

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

股份獎勵計劃

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

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

股份獎勵計劃之條款概要載列於本公司日期為2018年10月16日的公告內。

董事購買股份或債券的權利

除本年報所披露者外，截至2022年3月31日止年度內，本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排致使董事或彼等緊密聯繫人藉收購本公司或任何其他法團的股份或債券而獲益。

獲准許的彌償條文

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

DIRECTORS' REPORT

董事會報告

EQUITY-LINKED ARRANGEMENT

Save as disclosed under the section headed "SHARE OPTION SCHEME" above and note 27 to the consolidated financial statements, no equity-linked agreement was entered into by the Company for the year ended 31 March 2022.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2022, sales attributable to the Group's largest customer accounted for 11.2% of the Group's total sales and aggregate sales to the five largest customers of the Group accounted for 35.6% of the Group's total sales.

For the year ended 31 March 2022, purchases attributable to the Group's largest supplier accounted for 9.8% of the Group's total purchases and aggregate purchases attributable to the five largest suppliers of the Group accounted for 31.8% of the Group's total purchases.

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

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

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

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

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

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

股權掛鉤協議

除上文「購股權計劃」一節及綜合財務報表附註27所披露者外，本公司並無於截至2022年3月31日止年度訂立股權掛鉤協議。

主要客戶及供應商

截至2022年3月31日止年度，本集團向最大客戶的銷售額佔本集團銷售總收入的11.2%，及本集團五大客戶的銷售總額佔本集團銷售總收入的35.6%。

截至2022年3月31日止年度，本集團最大供應商的採購額佔本集團採購總額的9.8%，及本集團五大供應商的採購總額佔本集團採購總額的31.8%。

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

關聯人士及關聯交易

於本年度內，除綜合財務報表附註25所披露者外，本集團與關聯方並無任何交易。

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

購買、出售或贖回本公司上市證券

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

DIRECTORS' REPORT

董事會報告

CORPORATE GOVERNANCE PRACTICE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 36 to 55 of this annual report.

Dr. Sung Tak Wing, Leo is the executive Director, the compliance officer and the joint company secretary of the Company respectively, his biographical details are set out on page 16 of this annual report. Ms. Huang Shiyao is the joint company secretary of the Company, she is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The environmental, social and governance report which explains how the Company complies with the environmental, social and governance reporting guide in Appendix 20 to the GEM Listing Rules is set out on pages 56 to 105 of this annual report.

SUFFICIENCY OF PUBLIC FLOAT

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

INTEREST IN COMPETING BUSINESS

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

企業管治常規

本公司的企業管治常規之詳情載於本年報第36至第55頁的企業管治報告。

宋得榮博士分別為本公司之執行董事、監察主任及聯席公司秘書，其履歷詳情刊載於本年報第16頁。黃詩瑤女士為本公司之聯席公司秘書，彼為特許秘書、特許管治專業人員以及香港公司治理公會及英國特許公司治理公會會員。

環境、社會及管治報告

解釋本公司遵守GEM上市規則附錄二十中之環境、社會及管治報告指引的情況的環境、社會及管治報告載於本年報第56至105頁。

足夠公眾持股量

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

於競爭業務中的權益

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

DEED OF NON-COMPETITION

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

The Covenantors confirmed that they have complied with the Non-competition Deed for the year ended 31 March 2022. The independent non-executive Directors have conducted such review for the year ended 31 March 2022 and also reviewed the relevant undertakings and are satisfied that the Non-competition Deed has been fully complied.

CONFIRMATION OF INDEPENDENCE

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

EMOLUMENT POLICY

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

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

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

非競爭契約

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

契約人確認彼等於截至2022年3月31日止年度已遵守非競爭契約。獨立非執行董事已於截至2022年3月31日止年度進行有關檢討，亦已檢討相關承諾並信納非競爭契約已獲全面遵守。

確認獨立性

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

薪酬政策

本集團僱員的薪酬政策由薪酬委員會基於其表現、資歷及能力而訂立。

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

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

DIRECTORS' REPORT

董事會報告

AUDIT COMMITTEE

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

The Audit Committee has reviewed with the management of the Company, the accounting principles and practices adopted by the Group and the consolidated financial statements for the year ended 31 March 2022, which is of the opinion that such information has been prepared in accordance with all applicable accounting standards, the requirements under the Companies Ordinance and the GEM Listing Rules.

AUDITOR

The consolidated financial statements for the year ended 31 March 2022 have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment at the forthcoming AGM. There has been no change in auditors since the date of the listing of the Company.

PUBLICATION OF 2022 ANNUAL REPORT

The 2022 annual report of the Company containing all the information required by the GEM Listing Rules will be dispatched to Shareholders and will also be published on the website of HKExnews (www.hkexnews.hk) as well as the website of the Company (www.sclhk.com).

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

Hong Kong, 24 June 2022

審核委員會

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

審核委員會已連同本公司管理層審閱本集團所採納之會計原則及慣例以及截至2022年3月31日止年度的綜合財務報表，並認為該等資料乃根據所有適用之會計準則、公司條例及GEM上市規則規定編製。

核數師

截至2022年3月31日止年度的綜合財務報表已由羅兵咸永道會計師事務所審核，其將於應屆股東週年大會上退任並符合資格並願意接受續聘。自本公司上市之日起概無更換核數師。

刊發2022年年報

本公司2022年年報載有GEM上市規則所規定的全部資料，將寄發予股東，亦將刊載於披露易網站（www.hkexnews.hk）及本公司網站（www.sclhk.com）。

代表董事會
莊皇集團公司
王世存
主席、行政總裁兼執行董事

香港，2022年6月24日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

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

The Company has complied throughout the year ended 31 March 2022 with all the code provisions in the CG Code as set out in Appendix 15 of the GEM Listing Rules, except the following deviation:

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

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct for securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings"). Having made specific enquiry, all Directors have confirmed that they have fully complied with the required standards set out in the Required Standard of Dealings throughout the year ended 31 March 2022.

企業管治常規

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

除以下偏離外，本公司於截至2022年3月31日止年度整個期間內已遵守GEM上市規則附錄十五中之企業管治守則的全部守則條文：

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

董事進行證券交易

本公司已採納條款不比GEM上市規則第5.48至5.67條所載交易必守標準（「交易必守標準」）寬鬆之董事進行證券交易的行為守則所載者寬鬆。於作出具體查詢後，全體董事均已確認彼等於截至2022年3月31日止年度整個期間內完全遵守交易必守標準所載的標準規定。

BOARD OF DIRECTORS

Responsibilities and delegation

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

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

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

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

董事會

職責及授權

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

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

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

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

BOARD OF DIRECTORS *(Continued)*

Board composition

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

Executive Directors

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

Wong Kin Kei *(Chief Operating Officer)*

Hui Man Yee, Maggie

Sung Tak Wing, Leo

Independent Non-executive Directors

Cheung Chi Man, Dennis

Chan Charles Cham Chuen *(appointed on 9 August 2021)*

Law Chun Yat *(appointed on 25 February 2022)*

Chan Chi Kwong, Dickson *(resigned on 30 November 2021)*

Pang Chung Fai, Benny *(retired on 30 July 2021)*

During the year ended 31 March 2022, the Board has met the requirements under Rules 5.05 and 5.05A of the GEM Listing Rules having a minimum of three independent non-executive Directors with at least one of them possessing appropriate professional qualifications or accounting or related financial management expertise and must appoint independent non-executive Directors representing at least one-third of the Board.

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

董事會 *(續)*

董事會的組成

董事會共同負責監督本集團業務及事務的管理以提高股東價值。目前，董事會由四名執行董事及三名獨立非執行董事組成。於年內及截至本年報日期，董事會由下列成員組成：

執行董事

王世存 *(主席兼行政總裁)*

黃健基 *(營運總監)*

許曼怡

宋得榮

獨立非執行董事

張志文

陳湛全 *(於2021年8月9日獲委任)*

羅俊逸 *(於2022年2月25日獲委任)*

陳智光 *(於2021年11月30日辭任)*

彭中輝 *(於2021年7月30日退任)*

於截至2022年3月31日止年度內，董事會已遵守GEM上市規則第5.05條及5.05A條委任不少於三名獨立非執行董事的規定，而至少其中一名獨立非執行董事乃具備合適專業資格或會計或相關財務管理專業知識且所委任的獨立非執行董事須佔董事會至少三分之一。

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

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

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

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

Appointment and re-election of Directors

All Directors are appointed for a specific term, subject to renewal upon expiry of the existing term. The Company has entered into a director's service agreement with each of the executive Directors, namely Mr. Wong, Mr. Wong Kin Kei and Ms. Hui, for a term of three years. The Company also entered into a director's service agreement with Dr. Sung Tak Wing, Leo, an executive Director, with a term of one year.

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

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

董事會 (續)

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

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

委任及重選董事

所有董事均有特定任期，須於現有任期屆滿後續約。本公司已與各執行董事（即王先生、黃健基先生及許女士）訂立董事服務協議為期3年。本公司亦已與執行董事宋得榮博士訂立為期1年董事服務協議。

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

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

BOARD OF DIRECTORS *(Continued)*

Board meetings and attendance

The Company Secretary shall assist the Chairman and the executive Directors in establishing the meeting agenda, and each Director is able to request the inclusion of items in the agenda. The Board conducts regularly scheduled meetings on a quarterly basis. Ad-hoc meetings are convened when circumstances require. The Board held 6 meetings during the financial year ended 31 March 2022 to consider, among other things, reviewing and approving the quarterly, interim, annual results and payments of dividends of the Group.

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

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

董事會 *(續)*

董事會會議及出席率

公司秘書協助主席及執行董事編製會議議程，及各董事可要求於議程中加入項目。董事會須於每季度舉行例會，並於有需要時召開特別會議。截至2022年3月31日止財政年度內，董事會已舉行6次會議，以考慮（其中包括）審閱及批准本集團之季度、中期、年度業績及派付股息。

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Board meetings and attendance (Continued)

The attendance record of each Director at Board meetings, committee meetings, the annual general meeting held on 30 July 2021 (the "2021 AGM") for the year is set out below:

董事會 (續)

董事會會議及出席率 (續)

每位董事於年內出席董事會會議、董事會委員會會議及於2021年7月30日舉行的股東週年大會(「2021股東週年大會」)的出席記錄載列如下：

		Attendance/Number of Meetings 出席次數/會議次數					
		Board meetings 董事會 會議	Audit Committee meetings 審核委員會 會議	Remuneration Committee meetings 薪酬委員會 會議	Nomination Committee meetings 提名委員會 會議		2021 AGM 2021 股東週年大會
Total Number of Meetings	會議次數總數	6	4	3	3		1
Executive Directors	執行董事						
Wong Sai Chuen	王世存	6/6	N/A 不適用	N/A 不適用	3/3		1/1
Wong Kin Kei	黃健基	6/6	N/A 不適用	N/A 不適用	N/A 不適用		1/1
Hui Man Yee, Maggie	許曼怡	6/6	N/A 不適用	N/A 不適用	N/A 不適用		1/1
Sung Tak Wing, Leo	宋得榮	6/6	N/A 不適用	N/A 不適用	N/A 不適用		1/1
Independent Non-Executive Directors	獨立非執行董事						
Cheung Chi Man Dennis	張志文	6/6	4/4	3/3	3/3		1/1
Chan Chi Kwong, Dickson (resigned on 30 November 2021)	陳智光 (於2021年 11月30日辭任)	4/4	3/3	2/2	2/2		1/1
Pang Chung Fai, Benny (retired on 30 July 2021)	彭中輝 (於2021年 7月30日退任)	1/1	1/1	1/1	1/1		1/1
Chan Charles Cham Chuen (appointed on 9 August 2021)	陳湛全 (於2021年 8月9日獲委任)	3/3	2/2	1/1	1/1		N/A 不適用
Law Chun Yat (appointed on 25 February 2022)	羅俊逸 (於2022年 2月25日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用		N/A 不適用

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

附註：出席次數指董事實際出席之次數/有權出席之會議之次數。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Directors' training and continuous professional development

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

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

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

董事會 (續)

董事之培訓及持續專業發展

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

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

於本年度內接受培訓的各董事的個人記錄概述如下：

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

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS (Continued)

Corporate governance functions

Pursuant to code provision A.2.1 of the CG Code, the Board is also responsible for performing the corporate governance duties during the year ended 31 March 2022 as set out below:

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

BOARD COMMITTEE

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

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

Audit Committee

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

董事會 (續)

企業管治職能

根據企業管治守則守則條文第A.2.1條，於截至2022年3月31日止年度內，董事會亦負責履行企業管治職責載列如下：

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

董事會委員會

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

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

審核委員會

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

BOARD COMMITTEE (Continued)

Audit Committee (Continued)

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

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

The following is a summary of the work of the Audit Committee during the year ended 31 March 2022:

- reviewed the audited consolidated financial statements and the annual results announcement of the Company for the year ended 31 March 2021;
- reviewed the interim unaudited consolidated financial statements and the interim results announcement of the Company for the 6 months ended 30 September 2021;
- reviewed the quarterly unaudited consolidated financial statements and quarterly results announcement of the Company for the 3 months ended 30 June 2021 and 9 months ended 31 December 2021 respectively;
- reviewed the remuneration and terms of engagement of the Company's external auditor;
- reviewed the Group's financial controls, internal control and risk management policies; and
- reviewed the Group's accounting principles and practices, compliance with the GEM Listing Rules and statutes, and financial reporting matters.

董事會委員會 (續)

審核委員會 (續)

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

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

截至2022年3月31日止年度內，審核委員會之工作概述如下：

- 審閱本公司截至2021年3月31日止年度之經審核財務報表及年度業績公告；
- 審閱本公司截至2021年9月30日止6個月之中期未經審核綜合財務報表及中期業績公告；
- 審閱本公司分別截至2021年6月30日止3個月及截至2021年12月31日止9個月之季度未經審核綜合財務報表及季度業績公告；
- 審閱本公司外聘核數師之薪酬及委聘條款；
- 審閱本公司之財務控制、內部監控及風險管理政策；及
- 審閱本集團之會計原則及慣例，遵守GEM上市規則及法規及財務報告事宜。

BOARD COMMITTEE (Continued)

Nomination Committee

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

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

Nomination policy

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

Selection criteria

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

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

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

董事會委員會 (續)

提名委員會

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

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

提名政策

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

甄選標準

於選擇本公司董事職務的候選人時，提名委員會可參考以下若干標準：

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

必要時，可能委聘外部招聘專員進行甄選程序。

BOARD COMMITTEE (Continued)

Board diversity policy

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

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

The following is a summary of the work of the Nomination Committee during the year ended 31 March 2022:

- reviewed the structure, size and diversity of the Board;
- identified individual suitably qualified to become Board members and made recommendations to the Board on their appointments;
- assessed the independence of the independent non-executive Directors; and
- reviewed the retirement of Directors by rotation and the re-appointment of retiring Directors at the 2021 AGM.

董事會委員會 (續)

董事會多元化政策

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

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

截至2022年3月31日止年度內，提名委員會之工作概述如下：

- 審閱董事會架構、人數及成員多元化；
- 物色合適及合資格之人士成為董事會成員，並就其委任向董事會作出推薦意見；
- 評估獨立非執行董事的獨立性；及
- 審閱輪值退任之董事及於2021股東週年大會上重新委任退任董事。

BOARD COMMITTEE (Continued)

Remuneration Committee

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

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

The following is a summary of the work of the Remuneration Committee during the year ended 31 March 2022:

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

董事會委員會 (續)

薪酬委員會

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

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

於截至2022年3月31日止年度內，薪酬委員會之工作概述如下：

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

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The Directors' remuneration for the year ended 31 March 2022 and 2021 are set out in note 31(a) to the consolidated financial statements.

Pursuant to the CG Code, the remuneration of the members of the senior management (other than the Directors) for the year ended 31 March 2022 by band is set out below:

Remuneration band (in HKD) 薪酬範圍 (港元)

1,000,001 to 1,500,000 1,000,001至1,500,000

Share interest of senior management

As at 31 March 2022, none of the senior management had any interests in the shares of the Company.

Auditor's remuneration

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

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

董事及高級管理層薪酬

截至2022年及2021年3月31日止年度的董事薪酬載於綜合財務報表附註31(a)。

根據企業管治守則，截至2022年3月31日止年度的高級管理層成員（董事除外）之薪酬範圍載列如下：

Number of individual 人數

1

高級管理層的股份權益

於2022年3月31日，概無任何高級管理層於本公司股份中擁有任何權益。

核數師薪酬

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

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

RISK MANAGEMENT AND INTERNAL CONTROL

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

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

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

風險管理及內部監控

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

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

董事會為有效的內部監控已設立的主要程序如下：

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Organizational Structure

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

Authority and Control

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

Payment Procedures

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

Financial Reporting

The Board acknowledges its responsibility for preparing the consolidated financial statements of the Group which give a true and fair view of the state of affairs of the Group on a going concern basis, with reasonable and prudent judgement and estimates as necessary. In preparing the accounts for the three months ended 30 June 2021, six months ended 30 September 2021, nine months ended 31 December 2021 and the year ended 31 March 2022, the Directors have selected suitable accounting policies and applied them consistently.

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

Risk Management

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

風險管理及內部監控 (續)

組織結構

本集團設有適當的組織結構和明確的營運政策和程序以及責任和授權。

授權和監控

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

付款程序

已設有相關程序以評估、檢討及批准有關資本及經常性支出之付款。

財務報告

董事會知悉其責任乃按持續經營基準編製真實而公平地反映本集團財政狀況之本集團綜合財務報表，並於必要時輔以合理及審慎的判斷和估算。於編製截至2021年6月30日止三個月、截至2021年9月30日止六個月、截至2021年12月31日止九個月及截至2022年3月31日止年度之賬目時，董事已選擇適當之會計政策及貫徹應用。

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

風險管理

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

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Internal Audit

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

Internal Control Review

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

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

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

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

風險管理及內部監控 (續)

內部審核

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

內部監控評估

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

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

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

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

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Internal Control Review *(Continued)*

Identification, assessment and management:

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

Review prior to the transactions:

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

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

風險管理及內部監控 (續)

內部監控評估 (續)

辨認、評估及管理：

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

截至交易前的檢查：

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

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

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

Internal Control System and Corporate Governance enhancement

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

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

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

COMPANY SECRETARY

The Company Secretary assists the Board by ensuring good information flow within the Board and the Board policy and procedures are followed. The Company Secretary is also responsible for advising the Board on governance matters. As at 31 March 2022, the joint company secretaries of the Company were Dr. Sung Tak Wing, Leo and Ms. Huang Shiyao. Both Dr. Sung and Ms. Huang have undertaken not less than 15 hours of relevant professional training to update her skills and knowledge during the year pursuant to Rule 5.15 of the GEM Listing Rules.

風險管理及內部監控 (續)

加強內部監控系統及企業管治

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

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

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

公司秘書

公司秘書協助董事會以確保董事會之間有效交流資訊及遵照董事會政策及程序。公司秘書亦負責就管治事宜向董事會提出建議。截至2022年3月31日，本公司之聯席公司秘書為宋得榮博士及黃詩瑤女士。宋博士及黃女士已根據GEM上市規則第5.15條於年內接受不少於15小時之相關專業培訓，以更新其技能及知識。

SHAREHOLDERS' RIGHT

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

Convening of extraordinary general meeting on requisition by Shareholders

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

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

Procedures for putting forward proposals at Shareholders' meeting

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

股東權利

下文為根據企業管治守則第K段之強制性披露規定而須予披露股東若干權利之概要。

應股東之要求召開股東特別大會

根據組織章程細則第64條規定：

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

於股東大會上提呈建議之程序

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

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT (Continued)

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

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

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

Procedures for directing Shareholders enquires to the Board

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

INVESTOR RELATIONS

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

CONSTITUTIONAL DOCUMENTS

There was no change in the constitutional documents of the Company during the year.

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

股東權利 (續)

於股東大會上提呈建議之程序 (續)

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

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

將股東的查詢送達董事會的程序

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

投資者關係

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

章程文件

年內，本公司之章程文件並無變動。

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

Report Purpose, Period and Scope

Sanbase Corporation Limited (“**Sanbase**” or the “**Company**”, together with its subsidiaries, collectively known as the “**Group**”, “**we**”, “**our**” or “**us**”), is pleased to present our Environmental, Social and Governance report (the “**ESG Report**” or the “**Report**”) to its stakeholders. The purpose of this ESG Report is to provide an overview of our sustainability strategies, policies and performance from 1 April 2021 to 31 March 2022 (the “**Reporting Period**”). Unless otherwise stated, the reporting scope of this ESG Report is the same as last year, covering the Group’s operations at offices in Hong Kong and the People’s Republic of China (the “**PRC**”).

Reporting Standard

This ESG Report is prepared in accordance with the latest disclosure requirements under the “Environmental, Social and Governance Reporting Guide” (the “**ESG Reporting Guide**”) as set out in Appendix 20 of the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reporting Principles

In the preparation of this Report, we have consolidated the following reporting principles outlined in the ESG Reporting Guide.

關於本報告

報告目的、期間與範圍

莊皇集團公司（「**莊皇**」或「**本公司**」，連同其附屬公司（統稱「**本集團**」或「**我們**」）欣然向其持份者呈列我們的環境、社會及管治報告（「**ESG 報告**」）。ESG 報告的目的旨在提供其於2021年4月1日至2022年3月31日（「**報告期間**」）的可持續發展策略、政策及表現的概覽。除另有說明外，本ESG報告的報告範圍與去年相同，涵蓋本集團於香港與中華人民共和國（「**中國**」）辦公室的業務營運。

報告準則

本ESG報告乃根據香港聯合交易所有限公司（「**聯交所**」）GEM證券上市規則（「**GEM 上市規則**」）附錄20所載的「環境、社會及管治報告指引」（「**ESG 報告指引**」）的最新披露規定編製。

報告原則

在編製本報告時，我們已整合ESG報告指引中概述的以下報告原則。

Reporting Principle 報告原則	Description 描述	Our Approach 我們的方針
Materiality 重要性	The ESG issues presented in the ESG report should be sufficiently important to investors and other stakeholders that they should be reported. ESG 報告中呈列的 ESG 議題對投資者及其他持份者有重要影響時，須予以報告。	We take stakeholders’ views into consideration and identify the key ESG issues through stakeholder engagement and materiality assessment. For details of the engagement description and the assessment process, please refer to the sections “Stakeholder Engagement” and “Materiality Assessment”. 我們考慮持份者的意見，並通過持份者參與及重要性評估確定關鍵 ESG 議題。有關參與描述及評估流程的詳情，請參閱「持份者參與」及「重要性評估」各節。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting Principle 報告原則	Description 描述	Our Approach 我們的方針
Quantitative 量化	<p>Key performance indicators (“KPIs”) shall be disclosed in a measurable way to allow for evaluation and validation of the effectiveness of the ESG policies. Quantitative information should be accompanied by a narrative, explaining its purpose, impacts, and giving comparative data where appropriate.</p> <p>關鍵績效指標（「關鍵績效指標」）應以可衡量的方式披露，以便評估及驗證ESG政策的有效性。量化資料應附有說明，解釋其目的、影響，並在適當情況下提供比較數據。</p>	<p>This ESG Report discloses information and KPIs in a quantitative approach. Sufficient description and comparison have been included wherever applicable.</p> <p>本ESG報告以定量方法披露資料及關鍵績效指標。在適用的情況下，載入充分的描述及比較。</p>
Balance 平衡	<p>The ESG report shall be prepared in an objective manner. Selections, omissions, or presentation formats that may inappropriately influence decision-making shall be avoided.</p> <p>ESG報告應以客觀的方式編製，避免可能不當影響決策的選擇、遺漏或陳述格式。</p>	<p>This ESG Report presents both the achievements and challenges in an objective way, which provide an unbiased overview of the Group's overall ESG performance.</p> <p>本ESG報告客觀地呈現本集團的成就及挑戰，為本集團的整體ESG績效提供了公正的概述。</p>
Consistency 一致性	<p>A consistent methodology shall be applied throughout the preparation of the ESG report in order to facilitate meaningful comparisons of ESG data. The Group should disclose any changes to the methods or indicators used, or demonstrate other relevant factors that affect a meaningful comparison.</p> <p>在整個ESG報告的編製過程中，應採用一致的方法，以便於對ESG數據進行有意義的比較。本集團應披露所用方法或指標的任何變化，或證明影響有意義比較的其他相關因素。</p>	<p>We apply consistent reporting scope and methodologies in the report preparation as the previous year. For a meaningful comparison of the KPIs, year-on-year comparative figures are provided.</p> <p>我們在報告編製過程中採用與前一年相同的報告範圍及方法。為對關鍵績效指標進行有意義的比較，提供同比比較數字。</p>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Explanations on Data

Financial data in the Report are extracted from this annual report. Other data are extracted from the Company's internal management system and statistics, and are partly comprised of data from previous years. Unless otherwise stated, Hong Kong dollars is used in this ESG report as its functional currency. The intensity disclosed for the Reporting Period was calculated by dividing the amount of the emission/waste/resource consumption by the Group's revenue of approximately HKD413.1 million in the Reporting Period.

Confirmation and Approval

The information contained herein is sourced from official documents and statistics of the Group, and management and operation information collected in accordance with the Group's systems. This ESG Report has been confirmed and approved by the Board of the Company.

Access to This Report

This ESG Report is available in both Chinese and English versions. In case of any discrepancies between these two versions, the English version shall prevail. This ESG Report is available on both the Stock Exchange's website and the Company's website.

Feedback

We place great emphasis on our stakeholders' opinions. We value every feedback and comment from our stakeholders in developing and improving our sustainability strategy. You are welcome to provide your opinions or suggestions concerning this Report or the Group's sustainability performance at:

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

數據說明

報告的財務數據乃摘錄自本年報。其他數據乃摘錄本公司內部管理系統與統計，部分包括往年數據。除另有說明外，本ESG報告以港元作為其功能貨幣。報告期間所披露的密度是按排放／廢棄物／資源消耗量除以本集團報告期間的收益約413.1百萬港元計算得出。

確認及批准

本報告所載的資料均源自本集團的正式文件及統計資料，及其根據本集團制度收集的管理及營運資料。本ESG報告已獲本公司董事會確認及批准。

獲取本報告

本ESG報告有中英文兩個版本。倘兩個版本之間有任何歧義，應以英文版本為準。本ESG報告可於聯交所網站及本公司網站查閱。

反饋

我們非常重視持份者的意見。在制訂及改進可持續發展策略時，我們重視持份者的每一個反饋及評論。歡迎閣下就本報告或本集團的可持續發展績效發表意見或建議，聯絡詳情如下：

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

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MESSAGE FROM THE CHAIRMAN

On behalf of the board of directors (the “**Directors**”), I am delighted to share with our stakeholders the Group’s ESG Report. It has been a year marked by challenges and changes in the way we live and work. In spite of the coronavirus disease (the “**COVID-19**”) pandemic, our Group remains committed to our mission of achieving sustainability and contributing to the environment and community in a positive way.

Corporate governance is crucial to ensuring that core values remain consistent and the organization remains resilient. During the Reporting Period, we have established an ESG governance structure to ensure sustainability issues are addressed as part of our corporate agenda. In the meantime, we conducted an ESG risk assessment to identify, evaluate, and prioritize the impacts of ESG-related risks on the Group in order to timely manage and respond to the identified risks.

Sustainable development has been integrated into our four core areas of focus in order to embrace it into our corporate strategies. With the foundation of ISO9001: 2015 Quality Management System, ISO14001: 2015 Environmental Management System, and ISO45001: 2018 Occupational Health and Safety Management certifications, our Group continuously focuses on formatting and improving its policies and measures to safeguard every aspect of daily operations with the purpose of maintaining sustainability at all levels.

COVID-19 has taken root worldwide, affecting a wide range of industries and enterprises, as well as bringing economic downturns. Gaining a foothold in the midst of uncertainty is indeed a challenging task. Despite the difficult operating environment, we remain committed to providing quality service to our customers. And, as always, every employee, worker and subcontractor strives to exceed customer expectations with professionalism, dedication and perseverance.

主席寄語

本人欣然代表董事會成員（「**董事**」）與我們的持份者分享本集團的ESG報告。本年度，我們的生活及工作方式面臨挑戰及變化。儘管出現2019冠狀病毒病（「**COVID-19**」）疫情，本集團仍致力於實現可持續性，以積極的方式為環境及社區做出貢獻。

企業管治對確保核心價值觀保持一致及組織保持彈性至關重要。於報告期內，我們已建立ESG治理結構，以確保可持續性議題作為公司議程的一部分得到處理。同時，我們進行ESG風險評估，以識別、評估ESG相關風險對本集團的影響並確定其優先順序，以便及時管理及應對已識別的風險。

可持續發展已被納入我們的四個核心重點領域，以便將其納入我們的公司策略。在ISO9001：2015質量管理體系、ISO14001：2015環境管理體系及ISO45001：2018職業健康及安全管理認證的基礎上，本集團持續專注於制定及改進其政策及措施，以保障日常運營各個方面，保持所有級別的可持續性。

COVID-19已在全球範圍內紮根，影響廣泛的行業及企業，並導致經濟衰退。在不確定性中立足確實是一項具有挑戰性的任務。儘管經營環境艱難，我們仍致力於為客戶提供優質服務。而且，每位員工、工人及次承判商均一如既往地以專業、奉獻及堅持不懈的精神努力超越客戶的期望。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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The Group regards our employees as our greatest asset, and we recognise their importance in business development. As part of our commitment to establishing a harmonious and secure workplace, we offer our employees a competitive and ample benefit package as a reward. When it comes to combating COVID-19, we strive to ensure the safety and health of all workers as well as minimize the risk of virus spread at work. In this regard, we closely follow government directives and provide relevant information to our employees on a regular basis. Various preventive measures are also taken at our workplaces and construction sites to prevent pandemics.

Large-scale staff and community activities were put on hold in order to protect our employees' safety and health due to the spread of COVID-19 during the Reporting Period. Despite this, we continue to engage and motivate our employees to have a positive influence on the community and protect the environment. In support of the Community Chest's Dress Causal Day, we raised funds to improve community wellness. Additionally, we supported Earth Hour to promote environmental protection and reduce energy consumption.

It is my greatest honour to express my sincere gratitude to each and every stakeholder who has continuously supported the Group. Looking forward, we will continue to pursue sustainable growth in our businesses while not compromising our commitment to environmental and social sustainability, and team up with our stakeholders to ensure a better future for the next generation.

WONG Sai Chuen

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 June 2022

本集團將員工視為我們最大的資產，並意識到員工在業務發展中的重要性。作為我們致力於建立一個和諧、安全的工作環境的一部分，我們為員工提供具有競爭力的豐厚福利作為獎勵。在抗擊 COVID-19 方面，我們努力確保所有工人的安全及健康，並將病毒在工作中傳播的風險降至最低。就此而言，我們嚴格遵守政府指示，並定期向員工提供相關資料。我們的工作環境及建築工地亦採取各種預防措施，以防止疫情傳播。

由於 COVID-19 在報告期內的傳播，為保護我們員工的安全和健康，大規模的員工及社區活動被暫停。儘管如此，我們仍繼續鼓勵員工對社區產生積極影響及保護環境。為支持公益金着裝便服日，我們籌集資金改善社區健康狀況。此外，我們支持地球一小時活動，以促進環境保護及減少能源消耗。

本人十分榮幸地向一直支持本集團的每一位持份者致以衷心感謝。展望未來，我們將繼續追求企業的可持續增長，同時不損害我們對環境及社會可持續發展的承諾，並與持份者合作，確保下一代擁有更美好的未來。

王世存

主席、行政總裁及執行董事

香港，2022年6月24日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE GROUP

Founded in 2009 with its base in Hong Kong, the Group was successfully listed on the GEM of the Stock Exchange in 2018, specializing in providing interior fit-on solutions to clients whose offices are predominately situated in Grade A office in Hong Kong and the PRC. Devoted to the mission of “Building a Brighter Future”, the Group has achieved consistent and encouraging results over the years under the leadership of a committed and enthusiastic management team.

SUSTAINABILITY APPROACH

ESG Governance

A sound governance framework is essential to ensure sustainability issues are addressed as part of the Group’s corporate agenda. The Board of Directors (the “**Board**”) holds a critical responsibility for the Group’s ESG strategies and overseeing the ESG issues. Delegated by and reporting to the Board, the Senior Management oversees the management, development and implementation of the sustainability matters of the Group with the support from the subsidiaries’ representatives.

關於本集團

本集團成立於2009年，總部位於香港，並於2018年在香港聯合交易所有限公司GEM成功上市，專門為辦公室主要位於香港及中國甲級寫字樓的客戶提供室內裝修解決方案。本集團以「創造更美好的未來」為使命，在敬業熱情的管理團隊的領導下，多年來取得了持續而令人鼓舞的成果。

可持續發展方針

ESG 管治

健全的管治框架對確保可持續性議題作為本集團公司議程的一部分得到解決至關重要。董事會（「**董事會**」）對本集團的ESG策略及ESG議題負有關鍵責任。高級管理層由董事會授權並向董事會報告，在附屬公司代表的支持下，監督本集團可持續性事務的管理、發展及實施。

Board of Directors 董事會

- Hold overall responsibility for the Group’s ESG strategy and reporting
對本集團的 ESG 策略及報告負整體責任
- Oversee the Group’s ESG mission, management approach and goals
監督本集團的 ESG 使命、管理方針及目標
- Monitor and manage material ESG-related issues and risks
監控及管理重大 ESG 相關議題及風險
- Review the progress made against ESG-related goals and targets
檢討 ESG 相關目的及目標的進展情況

Senior Management 高級管理層

- Oversee the development of the sustainability strategy and goals
監督可持續發展策略及目標的進展
- Preview and implement ESG-related policies and practices
檢討及實施 ESG 相關政策及實務
- Identify and evaluate the Group’s ESG-related issues and risks
識別及評估本集團的 ESG 相關議題及風險

Subsidiaries’ Representatives 附屬公司代表

- Flag emerging ESG-related risks and opportunities
標記與 ESG 相關的新興風險及機遇
- Implement sustainability policies, procedure and initiatives
實施可持續發展政策、程序及倡議
- Collect ESG information and data for ESG disclosure
為 ESG 披露收集 ESG 信息和數據

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To strengthen our risk mitigation and response, the Group conducted an ESG risk assessment (including climate change and supply chain management) during the Reporting Period. Identification, evaluations and prioritizations of ESG-related risks are performed based on their significance and likelihood of affecting the Group. To mitigate the significant ESG risks, we have developed corresponding controls for each identified risk and delegated the implementation of the controls to the related departments. Ultimately, the Board is responsible for monitoring and managing the ESG risks. Detailed information about our corporate governance and risk management approach can be found in the section headed “Corporate Governance Report” of the annual report.

Stakeholder Engagement

The Group places great emphasis on stakeholder engagement, which we believe can optimize our approach to business development and sustainability strategy, thus allowing us to strive for excellence. We are committed to interacting with stakeholders and collecting their feedback on our business operations and sustainable development through a series of formal and informal communication channels. The communication channels include:

為加強我們的風險緩解及應對，本集團在報告期內進行ESG風險評估（包括氣候變化及供應鏈管理）。根據ESG相關風險對本集團產生影響的重要性及可能性，對其進行識別、評估及優先排序。為減低重大ESG風險，我們為每個已識別的風險制定相應的控制措施，並將控制措施的實施委託予相關部門。最終，董事會負責監測及管理ESG風險。有關我們的企業管治及風險管理方針的詳情，請參閱年報中「企業管治報告」一節。

持份者參與

本集團非常重視持份者參與，我們認為這可以優化我們的業務發展及可持續發展策略，從而使我們能夠追求卓越。我們致力於與持份者互動，並通過一系列正式及非正式的溝通渠道收集彼等對我們的業務營運及可持續發展的反饋。溝通渠道包括：

Stakeholders 持份者	Key Topics 主題	Engagement Channels 參與渠道
Shareholders/Investors 股東／投資者	<ul style="list-style-type: none"> Financial performance 財務表現 Corporate governance 企業管治 Risk management 風險管理 Operations and strategy 營運及策略 	<ul style="list-style-type: none"> Annual general meetings and other shareholder meetings 股東週年大會及其他股東大會 Corporate reports and announcements 企業報告及公告 Meeting with investors and analysts (if applicable) 與投資者及分析師會面（如適用）
Employees 僱員	<ul style="list-style-type: none"> Welfare and benefits 社會福利 Working environment 工作環境 Training and development 培訓及發展 Occupational health and safety 職業健康與安全 Self-actualization 自我實現 	<ul style="list-style-type: none"> Regular meetings 定期會議 Training, seminars and briefing sessions 培訓、研討會及簡介會 Emails 電郵 Mid-year and annual performance appraisal 年中及年度表現評估

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Stakeholders 持份者	Key Topics 主題	Engagement Channels 參與渠道
Customers 客戶	<ul style="list-style-type: none"> • Safe and high-quality products and services 安全及優質產品和服務 • Stable relationship 穩定關係 • Information transparency 資料透明度 • Integrity 誠信 • Business ethics 商業道德 	<ul style="list-style-type: none"> • Company website, corporate reports and announcements 公司網站、企業報告及公告 • Email and customer service hotline 電郵及客戶服務熱線 • Feedback and reports 反饋及報告 • Regular meetings 定期會議
Suppliers/Subcontractors 供應商／次承判商	<ul style="list-style-type: none"> • Long-term partnership 長期夥伴關係 • Honest cooperation 誠實合作 • Fairness and openness 公平及公開 • Information resources sharing 信息資源共享 • Risk reduction 降低風險 	<ul style="list-style-type: none"> • Business meetings, supplier conferences, phone calls and interviews 業務會議、供應商會議、電話及面訪 • Regular meetings 定期會議 • Reviews and assessments 檢討及評估 • Tendering process 招標程序 • Emails, circulars and manuals 電郵、通函及手冊 • Company website 公司網站
Government/Regulators 政府／監管機構	<ul style="list-style-type: none"> • Taxation compliance 稅務合規 • Regulatory compliance 監管合規 • Business ethics 商業道德 	<ul style="list-style-type: none"> • On-site inspections and checks 實地檢驗及檢查 • Research and discussion through work conferences, work reports preparation and submission for approval 透過工作會議、編製及提交工作報告以作審批，開展研究及討論 • Corporate reports and announcements 企業報告及公告 • Company website 公司網站 • Compliance control 合規監控

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Stakeholders 持份者	Key Topics 主題	Engagement Channels 參與渠道
Community 社區	<ul style="list-style-type: none"> Community involvement 社區參與 Social responsibilities 社會責任 Employment promotion 促進就業 Transparent information 透明信息 	<ul style="list-style-type: none"> Voluntary work 義工工作 Charity and social investment 慈善及社會投資 Company website 公司網站

Materiality Assessment

Material sustainability topics for this Report are identified, prioritized, and analyzed using a three-step approach to materiality assessment to ensure that the topics disclosed are important to both stakeholders and the Group.

In addition to the above routine stakeholder communication channels, a stakeholder engagement survey was conducted during the Reporting Period to invite our stakeholders to rate various ESG issues. In listening to our stakeholders' concerns and opinions, we are able to enhance our sustainability approach in an effective way.

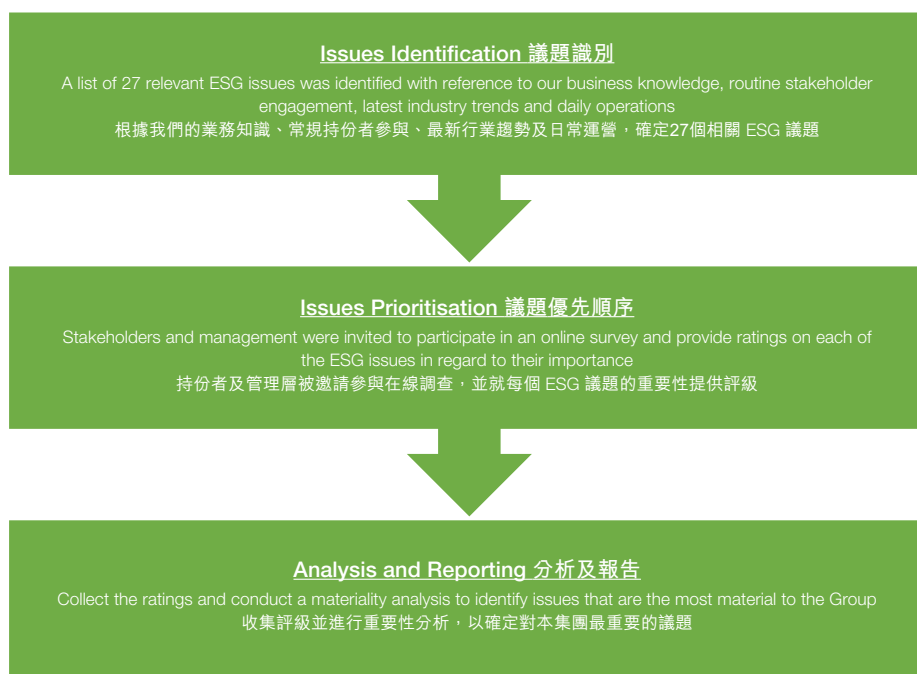
Below shows the three steps of the materiality assessment:

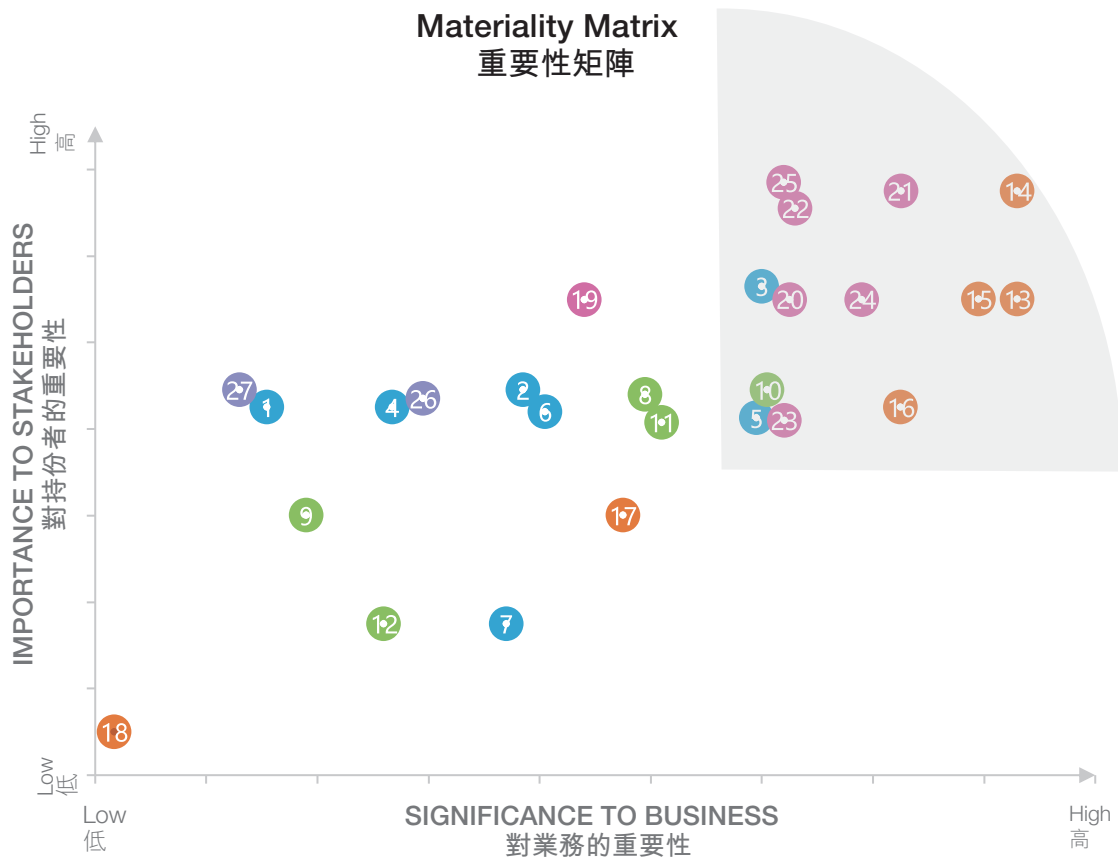
重要性評估

本報告的重大可持續性主題採用三步重要性評估方法進行確定、優先排序及分析，以確保披露的主題對持份者及本集團而言均屬重要。

除上述常規的持份者溝通渠道外，在報告期內亦進行持份者參與度調查，以邀請我們的持份者對各種ESG議題進行評級。通過聽取持份者的關注及意見，我們能夠有效地加強我們的可持續性方針。

以下列示重要性評估的三個步驟：





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List of issues considered:

已考慮的議題清單：

Environmental Protection and Green Operation 環保及綠色營運	Operational Practices 營運常規	Product and Service Responsibility 產品與服務責任	Work Environment 工作環境	Community Contribution 社區貢獻
1 Climate Change 氣候變化	8 Supplier/Subcontractor Management 供應商／次承判商管理	13 Fitting-out Services Quality 裝修服務質量	19 Diversity, Equality and Anti-discrimination 多元化、平等及反歧視	26 Participation in Volunteer Activities 參與義工活動
2 Greenhouse Gas and Air Emissions 溫室氣體及廢氣排放	9 Supplier/Subcontractor Environmental and Social Performance Assessment 供應商／次承判商環境及社會表現評估	14 Health and Safety of Fitting-out Services 裝修服務健康與安全	20 Labour Relation 勞工關係	27 Charitable Giving 慈善捐助
3 Energy Conservation 節能	10 Anti-fraud and Corruption 反欺詐及貪污	15 After-sales Services of Fitting-out Services 裝修服務售後服務	21 Employee Health and Safety 員工健康與安全	
4 Water Conservation 節水	11 Anti-corruption Training 反貪污培訓	16 Customer Service 客戶服務	22 Training and Development 培訓及發展	
5 Use of Resources 資源使用	12 Emergency Response Plan 應急預案	17 Privacy Protection 私隱保護	23 Labour Standards 勞工標準	
6 Waste Handling 廢棄物處理		18 Advertising and Promotion 廣告及推廣	24 Staff Benefits 員工福利	
7 Green Procurement 綠色採購			25 COVID-19 Response 應對COVID-19	

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Below table outlines the 13 material issues identified in the materiality assessment. These issues would be discussed in details in this ESG Report. 下表概述於重要性評估方面識別出的13個重要性議題。該等議題將於本ESG報告詳細討論。

Material Issues 重要性議題	Sections of this ESG Report highlighted 重點載述的本ESG報告章節
3 Energy Conservation 節能	Energy, Air and GHG Emissions 能源、廢氣及溫室氣體排放
5 Use of Resources 資源使用	Environmental Protection 環境保護
10 Anti-fraud and Corruption 反欺詐及貪污	Business Ethics and Integrity 商業道德及誠信
13 Fitting-out Services Quality 裝修服務質量	Quality Services 優質服務
14 Health and Safety of Fitting-out Services 裝修服務健康與安全	Occupational Health and Safety 職業健康與安全
15 After-sales Services of Fitting-out Services 裝修服務售後服務	Customer-first Approach 客戶至上的方法
16 Customer Service 客戶服務	Customer-first Approach 客戶至上的方法
20 Labour Relation 勞工關係	People-centric Workplace 以人為本的工作環境
21 Employee Health and Safety 員工健康與安全	Occupational Health and Safety 職業健康與安全
22 Training and Development 培訓及發展	Talent Development 人才發展
23 Labour Standards 勞工標準	Labour Standards 勞工標準
24 Staff Benefits 員工福利	Talent Acquisition 人才招聘
25 COVID-19 Response 應對COVID-19	Combating COVID-19 抗擊COVID-19

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Sustainability Strategy

As a responsible corporate citizen in the industry, Sanbase is committed to achieving sustainability and influencing our environment positively. We have implemented a sustainability policy in order to raise our employees' awareness of the importance of sustainable business development. Based on ISO9001: 2015 Quality Management System, ISO14001: 2015 Environmental Management System and ISO45001: 2018 Occupational Health and Safety Management Systems, we continuously improve our internal management mechanism with the aim of ensuring a sustainable business at all levels. Our sustainability policy is being reviewed in a regular manner to ensure the practice in place is effective. Our business practices adhere to all legal requirements, and we would continue to monitor and mitigate the adverse impact of our operations on the environment in alignment with our corporate objectives.

Embracing sustainable development into our corporate strategies, Sanbase advocates the United Nations' Sustainable Development Goals ("UNSDGs") by integrating them into the four core areas of focus. We identified seven of the most relevant UNSDGs that are tied to the goals of our four areas of focus, and are committed to playing a key role in fulfilling the agenda.

可持續發展策略

作為業內負責任的企業公民，莊皇致力於實現可持續發展並對我們的環境產生積極的影響。我們已實施可持續發展政策，以提高我們的員工對可持續商業發展重要性的認識。在ISO9001:2015品質管理體系、ISO14001:2015環境管理體系及ISO45001:2018職業健康與安全管理體系的基礎上，我們不斷完善內部管理機制，旨在確保企業在各個層面的可持續發展。我們的可持續發展政策會定期進行審議，以確保所採取的做法有效。我們的業務實踐遵守所有法律要求，我們將繼續監察及減輕我們的業務對環境的不利影響，與我們的企業目標保持一致。

將可持續發展納入我們的企業策略，莊皇倡導聯合國的「聯合國可持續發展目標」，將其納入四個核心關注領域。我們確定了七個與我們四個重點領域的目標最相關的聯合國可持續發展目標，並致力於在實現該議程中發揮關鍵作用。



OPERATIONAL EXCELLENCE

卓越營運

Our goal in this area of focus contributes to the following UNSDGs:



我們在此重點領域的目標有助於實現以下聯合國可持續發展目標：

Goal

To maintain the highest level of service quality for our clients.

目標

為我們的客戶保持最高水平的服務質量。

Material topics to be covered

- Supply Chain Management
- Quality Services
- Customer-first Approach
- Advertising and Labelling
- Privacy Protection

將涵蓋的重要議題

- 供應鏈管理
- 優質服務
- 客戶至上的方法
- 廣告及標識
- 私隱保護

As an established provider of fitting-out services, Sanbase has never compromised on service quality, aiming to provide clients with fitting-out services, construction management, design consultancy and project management services of the highest quality. From procurement to service provision, we scrutinized each step to ensure that quality services were delivered to our clients. The Group has obtained the ISO9001: 2015 Quality Management System certificate. With its foundation, we have aligned our internal control mechanism with the international standards for maintaining the quality of products and services.

作為一家老牌的裝修服務提供商，莊皇在服務質量上從不妥協，旨在為客戶提供最高質量的裝修服務、施工管理、設計諮詢及項目管理服務。從採購至提供服務，我們對每一個環節均進行嚴格篩查，以確保向客戶提供優質的服務。本集團已獲得ISO9001：2015品質管理體系證書。以此體系為基礎，我們的內部控制機制與國際標準接軌，以保持產品及服務的質量。

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In addition, we are in stringent compliance with applicable laws and regulations in relation to the health and safety of products and services, advertising and labelling, privacy and intellectual property issues. It includes but is not limited to the Buildings Ordinance, the Building (Minor Works) Regulation and the Personal Data (Privacy) Ordinance of Hong Kong, the Advertising Law of the PRC (《中華人民共和國廣告法》) and the Law of the PRC on Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》). During the Reporting Period, the Group was not aware of material breaches of relevant laws and regulations.

Excellent Partnership

Sanbase believes that managing the quality of the products and services provided by our suppliers and subcontractors is critical to providing superior quality service to our customers. We are committed to maintaining a high-quality and ethical supply chain and promoting responsible practices among our suppliers and subcontractors. In achieving this, we have outlined our procedures, standards, and requirements for the selection and management of suppliers and subcontractors in our continuity of business plan, policy and procedure of subcontracting and procurement, code of ethics policy, and relevant policies.

An essential component of quality control is choosing the right suppliers and subcontractors. A standardized procedure has been formulated for the selection process, with the selection criteria of qualifications, creditworthiness and company profile. The most suitable one would be selected and recorded in the list of qualified suppliers and subcontractors, which would be reviewed periodically.

During fitting-out activities, we strictly monitor the performance of our suppliers and subcontractors. In the case of any breach of the terms of our agreement, we will supervise the suppliers and subcontractors and may hire temporary staff or assign other approved suppliers and subcontractors to take over the project and assume responsibility in order to ensure the smooth operation of our services. A periodic evaluation would also be carried out to ensure suppliers and subcontractors are meeting our requirements.

此外，我們嚴格遵守有關產品及服務的健康與安全、廣告與標籤、私隱及知識產權問題的適用法律法規的規定，包括但不限於香港《建築物條例》、《建築物（小型工程）規例》及《個人資料（私隱）條例》、《中華人民共和國廣告法》及《中華人民共和國消費者權益保護法》。於報告期間，本集團並無發現任何重大違反相關法律法規的情況。

優質合作夥伴

莊皇認為，管理我們的供應商及次承判商所提供的產品及服務的質量，對於為我們的客戶提供優質的服務至關重要。我們致力於維持一個高質量及具操守的供應鏈，並在我們的供應商及次承判商中推廣負責任的做法。為實現此目標，我們在業務計劃的持續性、分包及採購的政策與程序、道德準則政策以及相關政策方面概述我們選擇及管理供應商及次承判商的程序、標準及要求。

質量控制之重要組成部分為選擇合適的供應商及次承判商。在選擇過程中，我們已制定標準化的程序，而選擇的標準為資質、信譽度及公司情況。最合適者將獲選中並記錄在合格供應商及次承判商名單中，且會定期進行審議。

於裝修活動中，我們嚴格監察供應商及次承判商的表現。如出現任何違反協議條款的情況，我們將對供應商及次承判商進行監督，並可能聘請臨時職員或指派其他經核准的供應商及次承判商接管項目及履行責任，以確保我們的服務順利進行。我們亦將進行定期評估，以確保供應商及次承判商符合我們的要求。

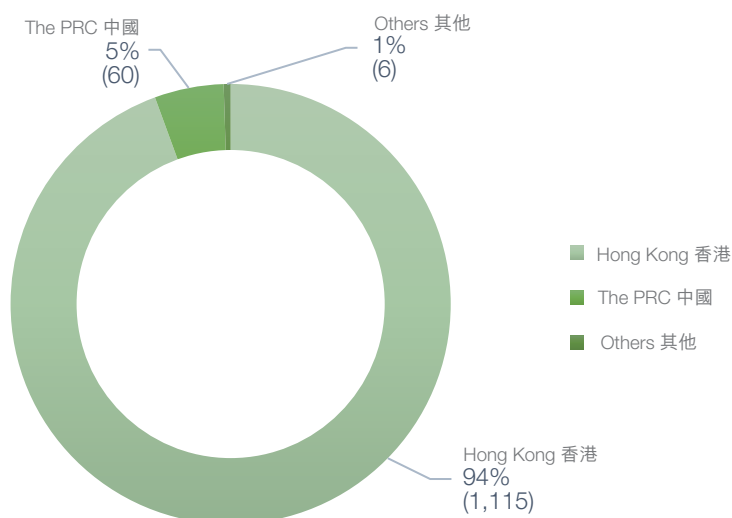
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As of 31 March 2022, the Group has engaged a total of 1,181 suppliers and subcontractors. During the Reporting Period, the Group required all its suppliers to implement supplier engagement practices. By embracing the elements of sustainability in supply chain management, we strive to bring a positive impact across the entire value chain through the Group's influence. The majority of the suppliers and subcontractors are located in Hong Kong, which allows us to minimize the greenhouse gas emissions arising from materials delivery and travelling. We also encourage suppliers and subcontractors to opt for products with less packaging to reduce unnecessary waste and prioritize the use of energy-efficient equipment such as LED when selecting suppliers. Moreover, we have developed a code of ethics policy, environmental policy, equal opportunity policy, as well as human resources and labour standards policies which we expect our suppliers and subcontractors to adhere to in order to promote social and environmental sustainability jointly.

截至2022年3月31日，本集團共聘用1,181家供應商及次承判商。於報告期間內，本集團要求其所有供應商實施供應商聘用常規。藉融入供應鏈管理中的可持續發展元素，我們努力通過本集團的影響力為整個價值鏈帶來積極影響。大部分供應商及次承判商均位於香港，這使我們能夠將材料運送及出行所產生的溫室氣體排放降至最低。我們亦鼓勵供應商及次承判商選擇包裝較少的產品，以減少不必要的浪費，並在選擇供應商時優先考慮使用LED等節能設備。此外，我們已制定了道德準則政策、環境政策、平等機會政策以及人力資源與勞工標準政策，希望我們的供應商及次承判商能夠遵守，以共同促進社會及環境的可持續發展。

Geographical Distribution of Suppliers 供應商位置分佈



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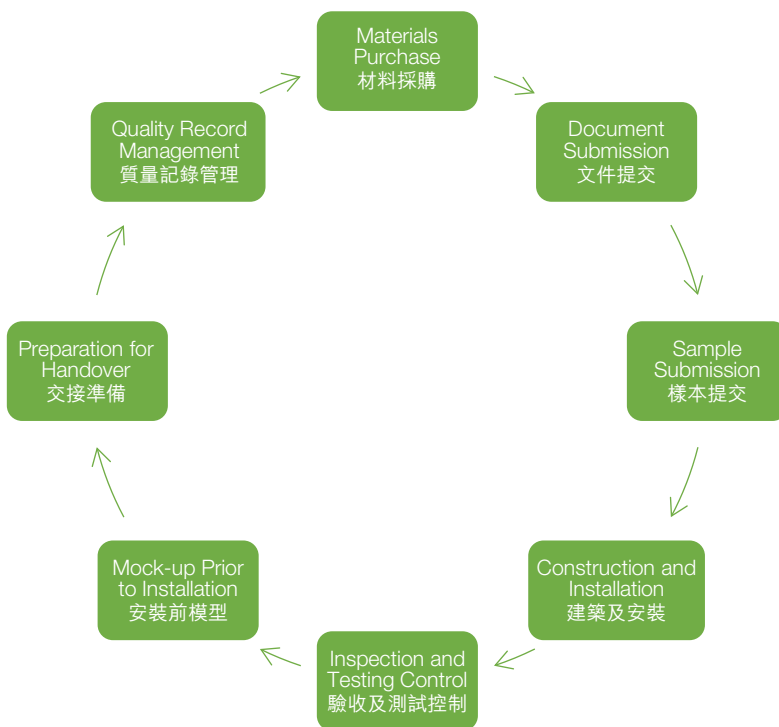
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Quality Services

The core value of the Group is to provide and maintain high-quality services to satisfy our clients with the services provided. Toward this end, we adhere to best practice policies and measures established with the foundation of ISO9001: 2015 Quality Management System to govern the procedures and standards of our services. A Project Quality Plan has been implemented that regulates the entire fitting-out work process in the following:

優質服務

本集團的核心價值為提供及保持高質量的服務，使客戶對我們提供的服務感到滿意。為此，我們堅持以ISO9001:2015品質管理體系為基礎建立的最佳實踐政策及措施，以規範我們的服務程序與標準。我們實施了一個項目質量計劃，在以下方面對整個裝修工作流程進行規範：



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Certain control measures are illustrated below:

若干控制措施闡述如下：



We place great emphasis not only on improving the quality of our projects but also on ensuring the safety of our workers and the project sites where they worked. Safety inspections are conducted weekly using a site safety inspection checklist developed by the Group. Inspection criteria include the validity of workers' permits, site safety rules, emergency plans, dust control, noise control, tripping hazards, and safe use of electrical equipment.

我們不僅非常重視提高專案的品質，亦非常重視保證工人及彼等工作專案現場的安全。每週均會用本集團制定的工地安全檢查清單進行安全檢查。檢查標準包括工人許可證的有效性、工地安全規則、應急計畫、粉塵控制、噪音控制、跌倒危險以及電氣設備的安全使用。

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Customer-first Approach

With the commitment to providing superior services that satisfy and even exceed the expectations of clients, Sanbase prioritizes and values feedback from clients. During the execution phase of the project, we communicate with clients on their requirements on a regular basis. Upon the completion of projects, a maintenance guide with guidance on an appliance installation and as-built drawings of premises would be provided to clients. Each feedback received during, as well as after, the service process would be carefully listened to and appropriately addressed.

Advertising and Labelling

Advertising and product labelling do not constitute material issues to the Group due to the nature of our business and the limited publicity for our products and services.

Privacy Protection

Our operation requires the processing of a variety of private information of our Group and our clients. For the purpose of protecting the rights and interests of our Group, our clients, and other stakeholders, we handle sensitive data with due care and are in compliance with the Personal Data (Privacy) Ordinance of Hong Kong and other relevant laws and regulations. Without prior consent or approval, employees are prohibited from disclosing any confidential information to third parties.

Given the business nature, we do not consider intellectual property to be a material issue for our Group.

客戶至上的方法

本著提供滿意甚至超越客戶期望的優質服務承諾，莊皇集團優先考慮並重視客戶的回饋。在專案的執行階段，我們定期與客戶溝通他們的要求。在專案完成後，我們會向客戶提供一份包含電器安裝指導的維修指南及場所的竣工圖。在服務過程中以及之後收到的每一個回饋均會被認真聽取並正確處理。

廣告及標籤

由於我們的業務性質使然及本集團對其產品及服務的宣傳有限，廣告和產品標籤不構成本集團的重大議題。

私隱保護

我們的運作需要處理本集團以及客戶的各種私隱資料。為保護本集團、客戶和其他持份者的權利及權益，我們謹慎地處理敏感性資料，並遵守香港《個人資料（私隱）條例》以及其他相關法律及法規。未經事先同意或批准，員工不得向任何第三方披露任何機密資料。

鑒於業務性質，知識產權並未被認為是本集團的重大議題。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

PEOPLE-CENTRIC WORKPLACE

Our goal in this area of focus contributes to the following UNSDGs:



Goal

To provide employees with a harmonious and safe workplace, as well as competitive and abundant benefits and welfare.

Material topics to be covered

- Talent Retention
- Occupational Safety and Health
- Training and Development
- Business Ethics and Integrity

以人為本的工作環境

我們在該重點領域的目標有助於實現以下聯合國可持續發展目標：

目標

為僱員提供一個和諧安全的工作場所，以及有競爭力的豐富福利和待遇。

將涵蓋的重要議題

- 人才挽留
- 職業安全與健康
- 培訓及發展
- 商業道德及誠信

Sanbase values employees as the greatest asset and sees them as an important driving force in business development. We are committed to create a harmonious and safe workplace coupled with a competitive and ample benefits package as a reward to our employees. To safeguard the rights of both the Group and our employees, we strictly abide by all applicable labour laws and regulations, including but not limited to the Employment Ordinance, the Employees' Compensation Ordinance, the Minimum Wage Ordinance of Hong Kong, the Labour Law of the PRC (《中華人民共和國勞動法》), the Labour Contract Law of the PRC (《中華人民共和國勞動合同法》), the Law of the PRC on Occupational Disease Prevention and Control (《中華人民共和國職業病防治法》) and the Regulations on Prohibition of Child Labour (《禁止使用童工條例》) etc. During the Reporting Period, the Group was not aware of any material non-compliance with labour-related laws and regulations in relation to remunerations and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, other welfare and benefits.

莊皇視僱員為最大的財富，並將他們視為業務發展的重要推動力。我們致力於為僱員創造一個和諧安全的工作環境，並提供具有競爭力的豐厚福利待遇作為對員工的回報。我們嚴格遵守所有適用的勞動法律及法規，以保障本集團及僱員的權利，包括但不限於《僱傭條例》、《僱員補償條例》、《香港最低工資條例》、《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國職業病防治法》及《禁止使用童工條例》等法律法規。於報告期間，本集團並未發現在薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視、其他待遇及福利方面有任何重大違反勞工相關法律和法規的情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

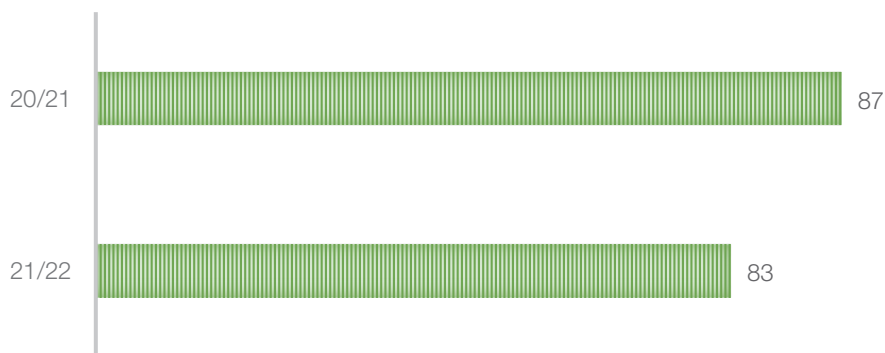
Employee Overview

As of 31 March 2022, the Group had a total of 83 full-time employees. The distribution of employees by gender, employee category, age group, geographical locations for the Reporting Period and year 2020-21 are outlined below:

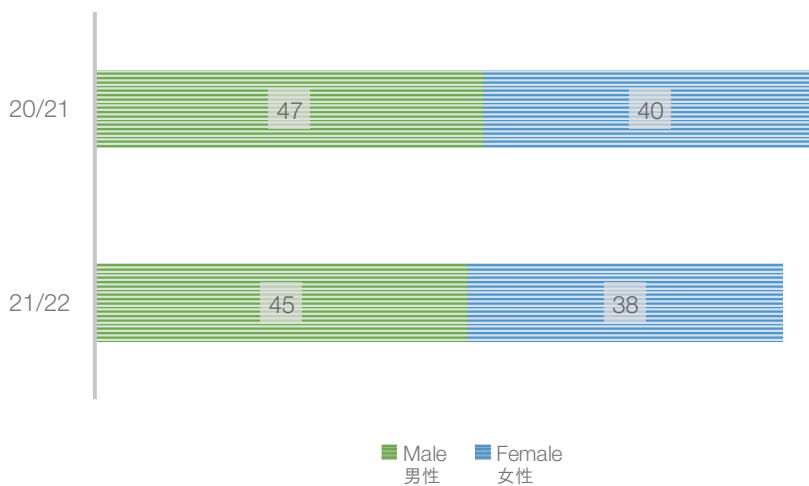
僱員概覽

截至2022年3月31日，本集團共有83名全職員工。於報告期間及2020-21年度，按性別、僱員類別、年齡組別、地理位置的僱員分佈情況以及離職率劃分概述如下：

Total Workforce
僱員總數



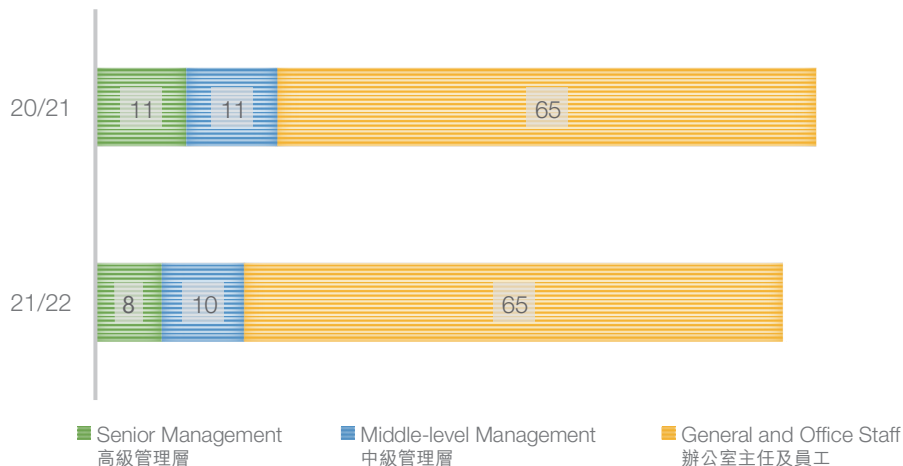
By Gender
按性別



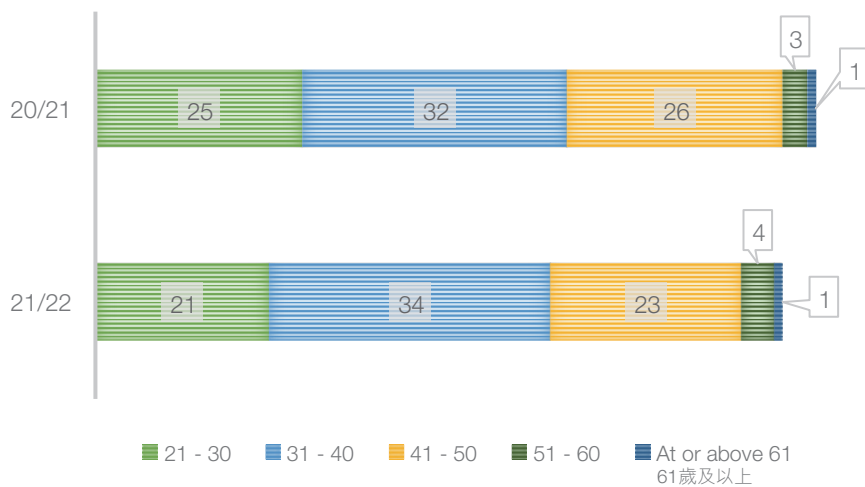
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

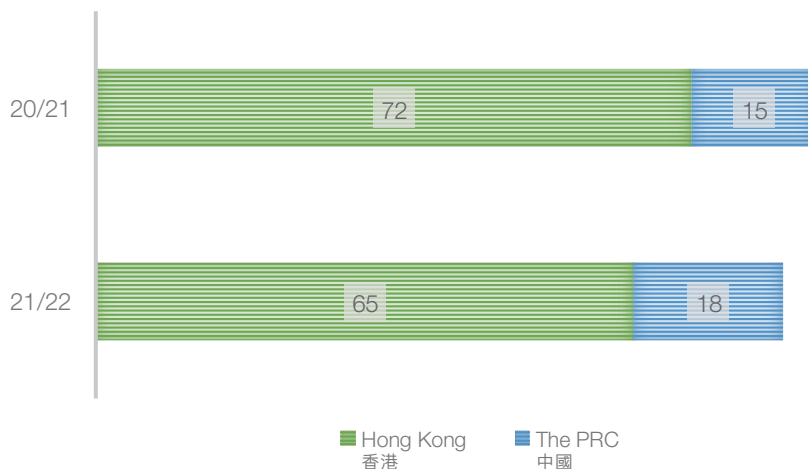
By Employee Category 按僱員類別



By Age Group 按年齡組別



By Geographical Location 按地理位置



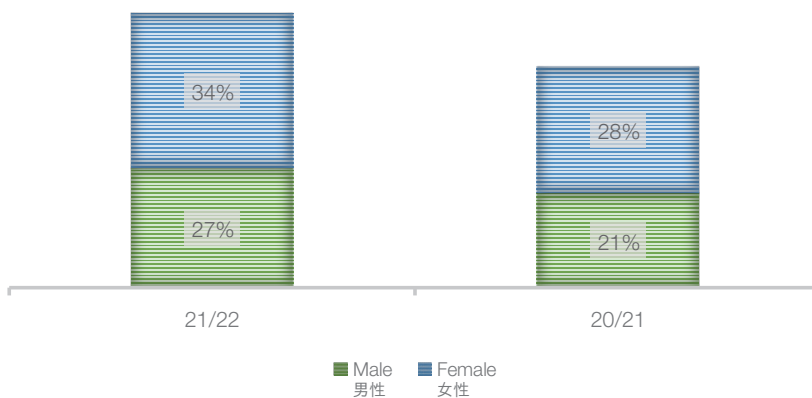
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

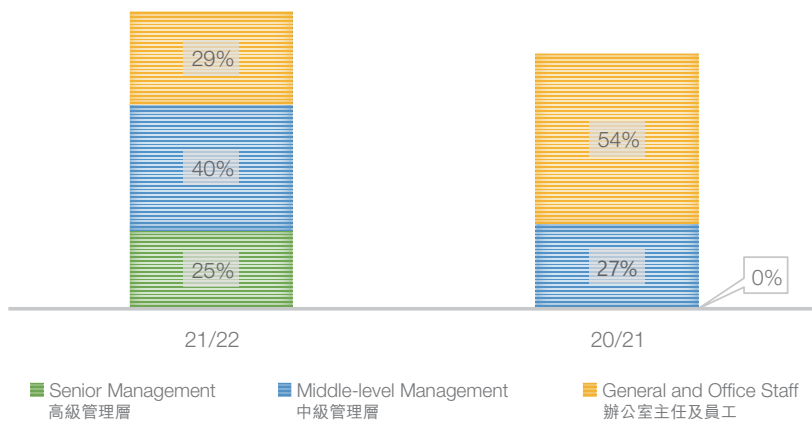
Below is a breakdown of the employee turnover rate by gender, employee category, age group, and geographical region:

以下是按性別、僱員類別、年齡組別及地理區域劃分的僱員離職率：

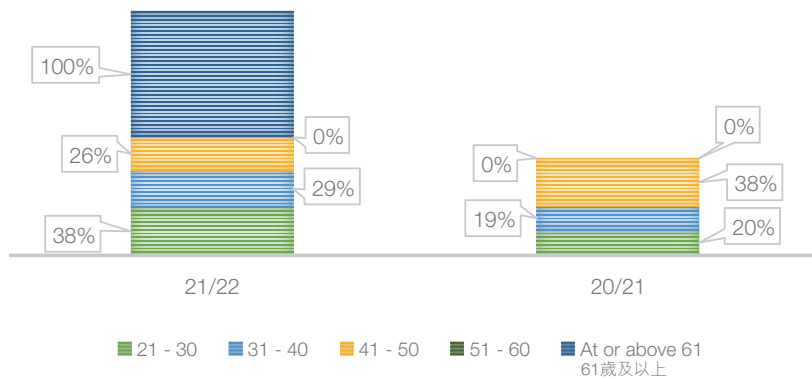
By Gender
按性別



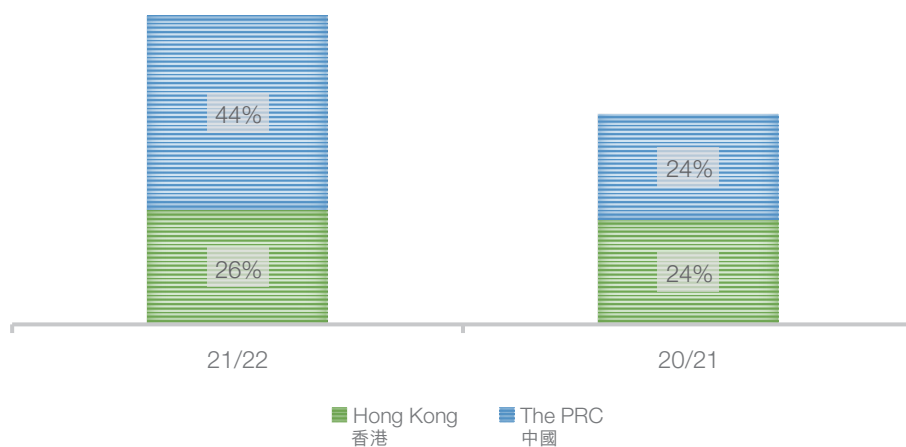
By Employee Category
按僱員類別



By Age Group
按年齡組別



By Geographical Location
按地理位置



Note: The employee turnover rate is calculated based on the total workforce at the end of the Reporting Period. 附註：員工流失率乃根據報告期末時的員工總數所計算。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Talent Acquisition

Sanbase is dedicated to becoming an ideal employer. With this goal, our Group adheres to the principles of equal opportunity, anti-discrimination, and diversity during recruitment, remuneration determination, promotions, training, and all other labour-related procedures. Talents are recruited through online platforms whenever there is an internal need. Selection is solely based on the candidates' ability and experience, without regard to their age, gender, race, family status, religion, sexual orientation, or disability. Throughout the recruitment process, we strictly comply with the Sex Discrimination Ordinance, the Disability Discrimination Ordinance, the Family Status Discrimination Ordinance and the Race Discrimination Ordinance of Hong Kong. To provide a fair and inclusive workplace, an equal opportunity policy has been implemented. Employees are encouraged to report any discriminatory, offensive or humiliating behaviours to their department head, associate director, or director. The Group will take every report seriously and investigate promptly.

The Group offers a multitude of benefits and welfare programs to retain and attract talented employees. Employees are provided with basic salary, mandatory provident fund for employees in Hong Kong and social insurance and housing provident fund for employees in the PRC. In addition, we also offer our employees with:

人才招聘

莊皇致力於成為理想的僱主。為實現這一目標，本集團於招聘、釐定薪酬、晉升、培訓以及所有其他與勞動相關的程序中均堅持機會平等、反歧視及多元化原則。當內部有招聘需求時，我們會通過網絡平台招聘人才。甄選的唯一依據乃為候選人的能力及經驗，不考慮彼等年齡、性別、種族、家庭狀況、宗教、性取向或殘疾。於整個招聘過程中，我們嚴格遵守香港《性別歧視條例》、《殘疾歧視條例》、《家庭崗位歧視條例》及《種族歧視條例》。為提供一個公平及包容的工作場所，我們已實施一項平等機會政策。我們鼓勵員工向其部門主管、副總監或總監舉報任何歧視性、冒犯性或侮辱性的行為。本集團將認真對待每一份報告，並迅速進行調查。

本集團提供多種福利及福利計劃，以保留並吸引優秀員工。我們為員工提供基本工資，為香港員工提供強制性公積金，為中國員工提供社會保險及住房公積金。此外，我們亦為員工提供以下服務：



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Our employees are respected and their rights are protected. Hence, the staff handbook and human resources policies have clearly defined terms such as remuneration, rest periods, working hours, and termination and dismissal procedures. When an employee resigns, we encourage the team leader/department head to speak with that employee to understand the reasons for the resignation.

Toward building a people-centric work environment, a variety of employee activities would be arranged from time to time to encourage our employees to strike a balance between work and life. A few examples include annual dinner, physical training program, mid-autumn festival dinner, boat trip, and Christmas party. Unfortunately, we have to put these activities on hold during the Reporting Period in order to protect our employees' safety and health because of the COVID-19 pandemic. Upon alleviation of the pandemic, we will resume our planning of such activities. Despite this, we remain committed to enhancing the sense of belonging of our employees. During the Chinese Lunar New Year and the Mid-Autumn Festival, we presented gifts to our employees.

我們的員工受到尊重及彼等權利受到保護。因此，員工手冊及人力資源政策中明確規定薪酬、休息時間、工作時間以及終止及解僱程序等條文。當有員工辭職時，我們鼓勵團隊領導／部門負責人與該員工進行交談，了解其離職原因。

為建立一個以人為本的工作環境，我們會不時安排各種員工活動，以鼓勵員工在工作及生活之間取得平衡。包括年度晚宴、體能訓練項目、中秋晚宴、遊船河及聖誕晚會等若干例子。遺憾的是，於報告期內，由於COVID-19疫情的影響，我們不得不暫停此類活動，以保護我們僱員的安全及健康。於疫情緩和後，我們將恢復此類活動的計劃。儘管如此，我們仍然致力於增強員工的歸屬感。於中國農曆新年及中秋節期間，我們向員工分發禮物。



Occupational Health and Safety

Considering the health and safety of our employees as a top priority, the Group attaches great importance to defining and implementing comprehensive and effective occupational health and safety programs. We adhere to relevant laws and regulations, including the Occupational Safety and Health Ordinance of Hong Kong and the Law of the PRC on Occupational Disease Prevention and Control (《中華人民共和國職業病防治法》). We also obtained ISO45001:2018 Occupational Health and Safety Management System certificate (provision of renovation and fitting out works), which specifies the requirements for occupational health and safety management system, and provides guidance in achieving a safe and healthy workplace.

Construction site safety is of primary concern to us. The Group complies with relevant laws and regulations, including but not limited to Factories and Industrial Undertakings Ordinance (Section 6A & 6B), Construction Sites (Safety) Regulations, Factories and Industries Undertakings (Dangerous Substance) Regulations of Hong Kong. The safety and health policy has also been established to achieve a safe and healthy working environment at all project sites and target to eliminate incidents.

In order to formulate a routine for assessing, monitoring and minimizing occupational health and safety risks, the health and safety plan has been implemented. The plan provides detailed information regarding different aspects, such as the responsibilities of individuals working with a safety organization, the health and safety training, the personal protection program, incident investigation, and emergency preparedness.

職業健康與安全

我們優先考慮員工的健康與安全。本集團非常重視制定及實施全面有效的職業健康與安全計劃。我們遵守相關法律法規，包括香港的《職業安全及健康條例》及《中華人民共和國職業病防治法》。我們亦獲得ISO45001：2018職業健康與安全管理體系證書（提供翻新及裝修工程），該證書規定職業健康與安全管理體系的要求，並為實現安全及健康的工作場所提供指導。

建築工地的安全是我們最關心的問題。本集團遵守相關的法例及法規，包括但不限於香港的《工廠及工業經營條例（第6A及6B條）》、《建築工地（安全）規例》及《工廠及工業經營（危險物質）規例》。我們亦制定安全與健康政策，以便於所有專案現場實現安全與健康的工作環境，並以消除事故為目標。

為制定評估、監測和盡量減少職業健康和風險的程序，已實施健康和風險計劃。該計劃提供關於不同方面的詳細信息，如在安全組織工作的個人的責任、健康和風險培訓、個人保護計劃、事故調查及應急準備。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Safety control we have implemented on site includes:

Safety Organisation

- Establish a site safety committee for the purpose of site safety, health and welfare monitoring

Safety and Health Training

- All workers working on the site are required to be the holder of a valid Construction Industry Mandatory Basic Safety Training Certificate (“**MBSTC**”) and construction workers registered cards
- Provide site health and safety training which includes the safety induction training, toolbox talk, and specific health and safety training

In-house Safety Rules and Regulations

- Workers from the site who repeatedly infringe the safety requirements will be suspended from work until rectification is made
- Visitors are provided with safety helmets, and are accompanied by a supervisory staff

Inspection Programme

- Carry out site safety inspections in a regular manner by the safety supervisor to identify defects, unsafe conditions and practices, and any breaches of safety plan requirements
- Ensure the personal protective equipment is being complied with the relevant approval standard with sufficient quantity

Incident Investigation

- Every accident shall be reported. For serious accidents reported, construction work shall be ceased until investigation work has been carried out

Emergency Plan

- Establish an emergency response team at the site
- Conduct regular emergency drills for emergency preparedness

我們在現場實施的安全控制包括：

安全組織

- 建立一個現場安全委員會，以進行現場安全、健康及福利監測

安全與健康培訓

- 所有現場工作的工人均須持有有效建築業強制性基本安全培訓證明書（「**強制性基本安全訓練**」）及建築工人記名卡
- 提供現場健康和安全教育，包括安全入門培訓、工具箱講座及具體的健康和安全培訓

內部安全規則及條例

- 屢次違反安全要求的工地工人將被停工，直至整改完畢
- 為參觀者提供安全頭盔，並由監督人員陪同

檢查方案

- 由安全主管定期進行現場安全檢查，以確定缺陷、不安全的條件及做法，以及任何違反安全方案要求的行為
- 確保個人防護設備符合相關的批准標準，並有足夠的數量

事故調查

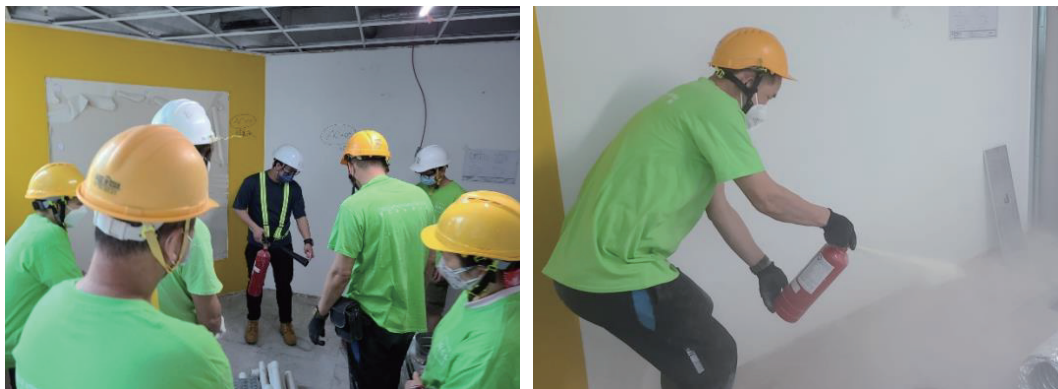
- 每個事故均應報告。對於報告的嚴重事故，應停止施工，直至進行調查工作

應急預案

- 成立現場應急團隊
- 定期開展應急演練，做好應急準備

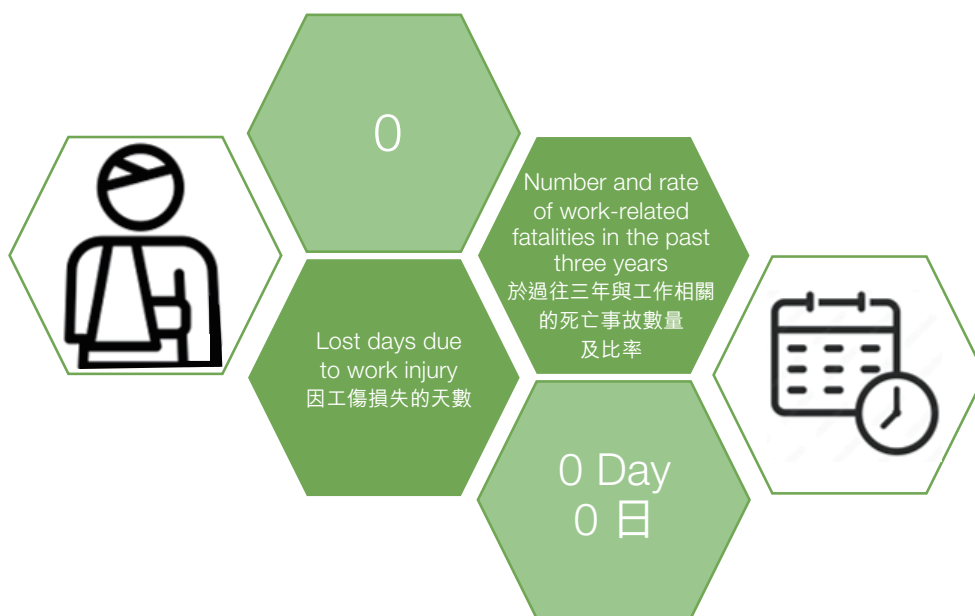
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告



During the Reporting Period, the Group did not record any lost days due to work injury. Also, there were no work-related fatalities in the past three years (including the Reporting Period).

於報告期內，本集團並無任何因工傷造成的損失天數記錄。此外，於過去三年（包括本報告期），並未發生與工作有關的死亡事故。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Combating COVID-19

In light of the spread of COVID-19, we are committed to ensuring the health and safety of all workers and strive to minimize the risk of virus spread at work. Hence, we closely follow government directives and provide relevant information to our employees on an ongoing basis.

Our workplaces and construction sites are taking the following preventive measures to prevent pandemics:

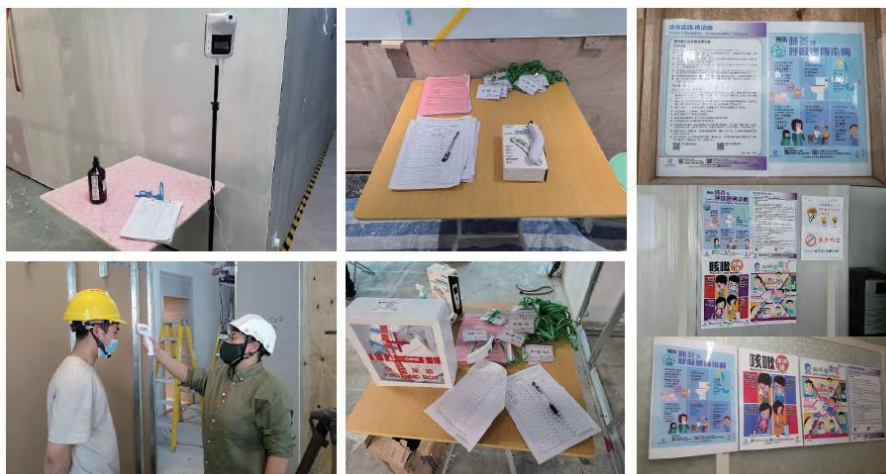
- Flexible working hours and work rotation arrangements for workplaces
- Employees are required to measure body temperature before entering our workplaces or project sites. Employees with fever and probable symptoms are prohibited from entering
- Employees are required to fill in a travel and health declaration form before entering our workplaces or project sites. Anyone who failed to fulfil the criteria would be declined to work
- Require all employees and workers in project sites to wear masks during the working hours
- Provide employees with alcohol-based hand sanitizer and other disinfectant supplies
- Attach safety pre-cautionary notice at the workplaces and project sites
- Conduct routine cleaning at the workplaces and project sites
- Ensure adequate ventilation at the site area

抗擊 COVID-19

鑑於 COVID-19 的傳播，我們致力於確保所有員工的健康及安全，並盡量將病毒在工作中傳播的風險降至最低。因此，我們密切遵守政府指令，並持續向我們的僱員提供相關資料。

我們於工作場所及建築工地正採取以下預防措施預防疫情：

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



Talent Development

The Group strongly believes that talent development is an essential component of sustainable growth. To achieve excellence, we nurture our employees with sufficient training and promotional opportunities to prepare them for their future careers. To meet this goal, we have devised comprehensive promotion and training mechanism to provide employees with ample resources for training and development.

Apart from orientation for new employees, we develop our employees' professional skills and knowledge on a regular basis through internal training. For project site workers, there were a variety of training sessions, including induction training, fire prevention and fire escape instruction, housekeeping rules, protection against falling objects, inspections before and after work, electricity safety, and safe use of hand-held power tools.

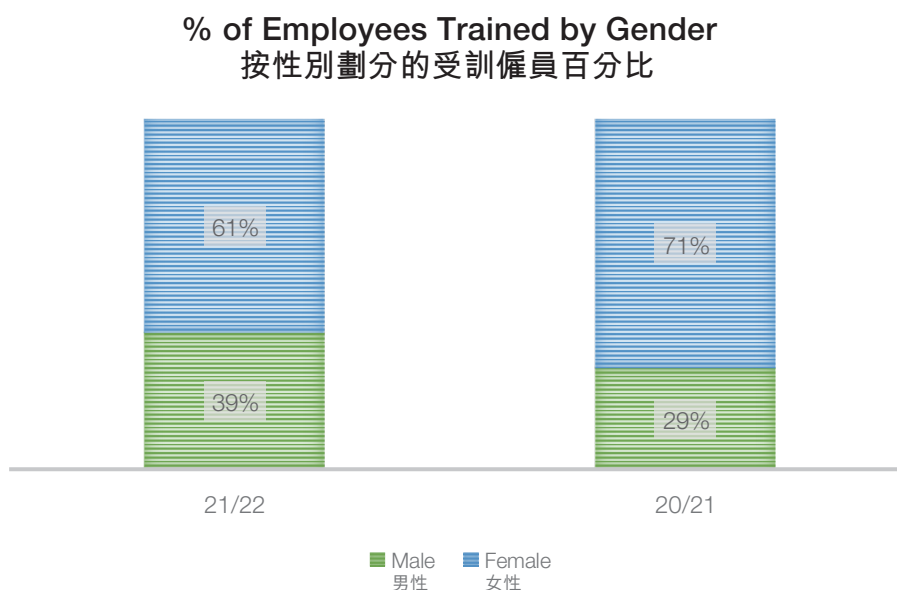
The percentage of employees trained and the average training hours completed per employee by gender and employee category during the Reporting Period and the year 2020-21 are outlined as below:

人才發展

本集團堅信人才發展是可持續增長的重要組成部分。為追求卓越，我們向僱員提供充足的培訓及晉升機會，為他們未來的職業生涯做好準備。為實現這一目標，我們制定了完善的晉升及培訓機制，為僱員提供充足的培訓及發展資源。

除新僱員入職培訓外，我們定期通過內部培訓培養僱員的專業技能及知識。我們亦為項目現場員工設有豐富的培訓課程，包括入職培訓、防火及逃生指導、家政守則、防墜落物、工作前後檢查、用電安全及安全使用手持式電動工具。

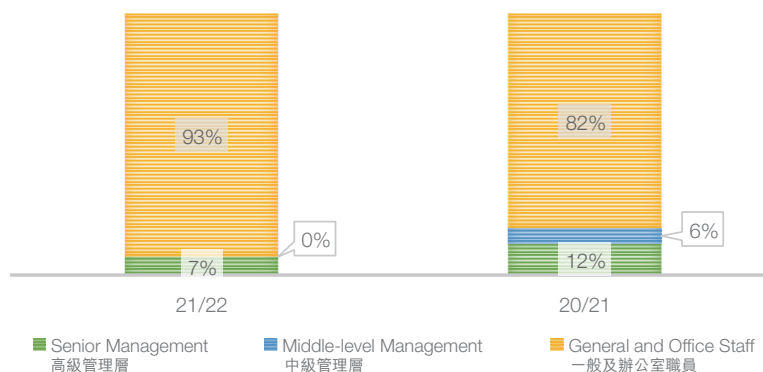
於報告期及2020-21年按性別及僱員類別劃分的受訓僱員百分比及每名僱員完成受訓的平均時數概述如下：



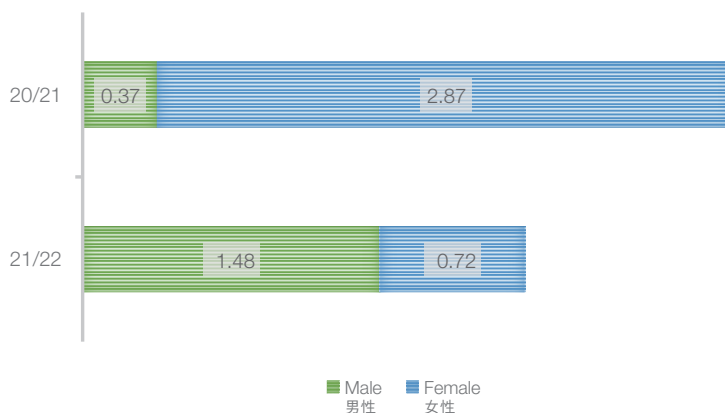
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

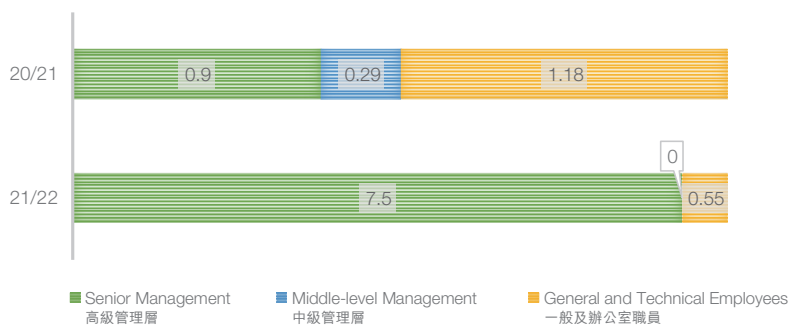
% of Employees Trained by Employee Category
按僱員類別劃分的受訓僱員百分比



Average Training Hours by Gender
按性別劃分的平均培訓時數



Average Training Hours by Employee Category
按僱員類別劃分的平均培訓時數



Note: The calculation is based on the number of employees trained during the Reporting Period, including such employees having left the Group during or subsequent to the Reporting Period, for a more accurate reflection of the training resources invested by the Group.

註：為了更準確地反映本集團投入的培訓資源，該計算方法是以報告期間受訓僱員人數為基礎，包括於報告期間或其後已於本集團離職的該等員工。

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To create a rewarding workplace, the Group arranges performance appraisals each year to evaluate employees' work performance and set references for probation, promotion and salary adjustment. Evaluation criteria include job knowledge, technical skills, quality and quantity of work, interpersonal skills, initiative or judgment, adaptability, organization of work, teamwork and attendance.

Labour Standards

Child or forced labour is strictly prohibited throughout the entire recruitment process. In order to prevent the occurrence of child labour, Sanbase verifies the personal identification document of candidates at the time of recruitment to ensure they have met the legal working age. In addition, the employment contract and other human resources policies have made a clear illustration in terms of working hours, rest periods, remuneration, employment termination and other employment terms, as to avoid forced labour. The Group strictly abides by the requirements of standardized labour contracts and does not tolerate any forms of an unfair employment relationship. During the Reporting Period, the Group was not aware of any child or forced labour within the Group. In the event that child labour or forced labour is discovered, the Group will strictly follow the law and regulations to eliminate such practices.

為創造一個有回報的工作場所，本集團每年安排績效評估，評估僱員的工作表現，並作為試用、晉升和調薪的參考。評估標準包括工作知識、技術能力、工作品質和數量、人際交往能力、主動性或判斷力、適應性、工作組織、團隊合作及出勤率。

勞工標準

在整個招聘過程中，我們嚴格禁止使用童工或強制勞工。為杜絕童工現象的發生，莊皇在招聘時會核實應聘者的個人身份證件，確保彼等達到法定工作年齡。此外，我們還在勞動合同及其他人力資源政策中明確規定了工作時間、休息時間、報酬、終止僱傭及其他僱傭條款，避免發生強制勞動。本集團嚴格遵守勞動合同要求，絕不容忍任何形式的不公平勞動關係。於報告期間，本集團並無知悉本集團內有任何童工或強制勞動情況。一旦發現童工或強制勞工，本集團將嚴格遵守法律法規，杜絕此類行為。

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Business Ethics and Integrity

To uphold business ethics and integrity, the Group will not tolerate any forms of corruption, extortion, bribery, fraud, money laundering or any other forms of illegal or unethical behaviors. We adhere strictly to all applicable relevant laws and regulations, including but not limited to the Prevention of Bribery Ordinance (Cap. 201), the Anti-Money Laundering and Counter-Terrorist Financing Ordinance of Hong Kong (Cap. 615), the Criminal Law of the PRC (《中華人民共和國刑法》), the Anti-Money Laundering Law of the PRC (《中華人民共和國反洗錢法》), and the Anti-Corruption Law of the PRC (《中華人民共和國反腐敗法》).

Integrity is a core element of our business, and our Group has a sound internal control system that ensures employees at every level operate in accordance with business ethics. As part of this effort, we have established the code of ethics policy and requested employees adhere to the requirements in place to avoid any actions that breach applicable laws and regulations or violate business ethics and integrity, such as bribery and pay-offs.

Employees are encouraged to report to their managers or other appropriate personnel when there are any suspected unethical behaviors. Upon receiving reports of such cases, investigations would be conducted as promptly as possible to safeguard the interests of the Group and its stakeholders.

As part of our efforts to raise employee awareness of anti-corruption at work, we provided anti-corruption training to the Board and employees during the Reporting Period. The training materials emphasize the importance of embedding integrity in the workplace, provide guidance on adhering to business ethics, and present industry-specific examples to increase employees' understanding of anti-corruption.

During the Reporting Period, we were not aware of any material non-compliance concerning corruption, extortion, bribery, fraud and money laundering nor concluded legal cases regarding corrupt practices brought against the Group or its employees.

商業道德及誠信

為維持商業道德及誠信，本集團不會容忍任何形式的貪污、勒索、賄賂、欺詐、洗錢或任何其他形式的非法或不道德的行為。我們嚴格遵守所有適用的相關法律法規，包括但不限於香港《防止賄賂條例（第201章）》、香港《打擊洗錢及恐怖分子資金籌集條例（第615章）》、《中華人民共和國刑法》、《中華人民共和國反洗錢法》及《中華人民共和國反腐敗法》。

誠信是我們業務的核心要素，本集團擁有完善的內部控制系統，確保各級員工按照商業道德運作。作為這項工作的一部分，我們制定了道德準則政策，並要求員工遵守現行規定，避免任何違反適用法律法規或違反商業道德及誠信的行為，例如賄賂及收買。

我們鼓勵員工向其經理或其他適當人員舉報任何可疑的不道德行為。收到此類案件的舉報後，我們將盡快調查，以保護本集團及其利益相關者的利益。

為提高員工工作時的反貪污意識，於報告期間，我們向董事會及員工提供了反貪污培訓。培訓材料強調將誠信融入工作場所的重要性，載有遵守商業道德的指引，並提供行業特定示例，以提升員工對反貪污的理解。

於報告期間，我們並不知悉在有關貪污、勒索、賄賂、欺詐及洗黑錢方面出現任何重大違規的情況，亦不知悉針對本集團或僱員腐敗行為的已審結法律案件。

ENVIRONMENTAL PROTECTION

環境保護

Our goal in this area of focus contributes to the following UNSDGs:



我們重點關注此領域的目標對以下聯合國可持續發展目標作出的貢獻：

Goal

To prioritize environmental protection and not to compromise the ecosystem and the surrounding environment.

目標

把環境保護放在首位，不損害生態系統和周邊環境。

Material topics to be covered

- Climate Change
- Use of Resources
- Green Fitting-out Services

將涵蓋的重要議題

- 氣候變化
- 資源使用
- 綠色裝修服務

Being a responsible corporate citizen, the Group upholds the objective of providing excellent services without compromising the environment. Throughout our daily operations, we work to monitor, and minimize the negative impacts of our operations on the environment. The Group has obtained ISO14001: 2015 Environmental Management System certification in order to align our environmental management efforts with international standards. We have also formulated the environmental protection policy, highlighting the following areas:

作為一名負責任的企業公民，本集團堅持提供優質服務且不損害環境的宗旨。在整個日常運營中，我們致力於監測、盡量降低我們的營運對環境造成的負面影響。本集團已獲得ISO14001: 2015環境管理體系認證，致使環境管理工作符合國際標準。我們亦已制定環境保護政策，側重於以下方面：



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During the Reporting Period, the Group was not aware of any material breach of environmental laws and regulations, including but not limited to:

- Air Pollution Control Ordinance (Cap. 311)
- Air Pollution Control (Construction Dust) Regulation (Cap. 311R)
- Waste Disposal Ordinance (Cap. 354)
- Waste Disposal (Chemical Waste) (General) Regulations (Cap. 354C)
- Noise Control Ordinance (Cap. 400)
- Environmental Impact Assessment Ordinance (Cap. 499)
- Buildings Energy Efficiency Ordinance (Cap. 610)
- Environmental Protection Law of the PRC (《中華人民共和國環境保護法》)
- 空氣污染管制條例 (第311章)
- 空氣污染管制 (建造工程塵埃) 規例 (第311R章)
- 廢棄物處置制度 (第354章)
- 廢棄物處置 (化學品處置) (一般) 規例 (第354C章)
- 噪音管制條例 (第400章)
- 規劃環境影響評價條例 (第499章)
- 建築物能源效益條例 (第610章)
- 《中華人民共和國環境保護法》

Climate Change

Climate change has become a global issue of utmost importance. The rising temperatures and deteriorating weather patterns have a direct impact on business operations, as well as increasing public demand for a net-zero emissions economy. The Group conducted an ESG risk assessment to identify potential climate risks that pose threats to our business. Furthermore, we regularly evaluate the effectiveness of existing mitigation measures and possible areas of improvement, further strengthening our business resilience towards climate change.

Facilities, equipment, and the physical environment of properties may be vulnerable to extreme weather events such as typhoons and flooding, leading to damage that requires repair and maintenance, which results in an increase in operating expenses. The extreme weather events also lead to the halt of the work, leading to a possible delay in the completion schedule. As such, the Group adopts precautionary measures and provides guidance for employees to work under extreme weather.

在報告期間，本集團沒有發現任何嚴重違反環境法律和法規的行為，包括但不限於：

氣候變化

氣候變化已成為全球極其重要的議題。溫度不斷上升及天氣狀況日益惡化以及關於淨零碳排放經濟的公眾需求不斷增加已對業務營運造成直接影響。本集團已進行ESG風險評估，以識別對我們的業務構成威脅的潛在氣候風險。此外，我們定期評估現有紓緩措施的效用及可能改進的領域，進一步增強我們業務承受氣候變化的能力。

設施、設備及物業的實體環境可能易受颱風及洪水等極端天氣事件影響，導致損壞，從而需要維修及保養，進而導致經營開支增加。極端天氣事件亦導致工程停止，可能造成竣工時間表的延遲。因此，本集團採納預防性措施並為僱員提供在極端天氣情況下工作的指引。

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Regarding the transition risk, the Group expects that there will be more stringent climate-related legislation and regulations. Therefore, we regularly review our policies and measures to ensure that we stay up to date with the latest government policies, regulatory updates and industry standards.

關於轉型風險，本集團預期將有更嚴格的氣候相關法律法規。因此，我們定期檢討本身與氣候相關的政策和措施，確保及時了解最新的政府政策、監管最新資料和行業標準。

With our objective to provide excellent services without compromising the environment, we strive to minimize our impacts on the environment by reducing carbon emissions and improving energy efficiency. During the Reporting Period, the Group set the below environmental targets:

由於我們提供優質服務且無損害環境的宗旨，我們力爭通過減少碳排放及提升能源效益盡量降低對環境帶來的影響。於報告期間，本集團設立以下環境目標：

Air and GHG Emissions
廢氣和溫室氣體排放



To reduce both air emissions and GHG emissions by improving energy efficiency in daily operations

在日常營運中通過提升能源效益減少廢氣排放及溫室氣體排放

Waste
廢棄物



To reduce waste consumption through reduction, reuse and recycling

透過減排、重用及循環再造減少廢棄物產量

Energy
能源



To conserve energy by implementing energy saving measures

通過實施節能措施節約能源

Water
水



Advocate water conservation to enhance water efficiency

提倡節約用水以提升用水效益

Energy, Air and GHG Emissions

For the daily operations of the Group, air, greenhouse gas (“GHG”) emissions and energy consumption are mainly derived from electricity purchased for office use and fuel consumption for vehicles. As a responsible corporate, we are committed to minimizing carbon emissions and achieving energy conservation by advocating energy-saving measures and enhancing energy efficiency. Our building office utilizes LED lighting, which eliminates the need for traditional fluorescent tubes. The temperature of air conditioning is set within 24 to 26 degrees to optimise the use of electricity. Additionally, employees are required to turn off all unnecessary devices while leaving the office to save the use of electricity. With these measures, the Group seeks to reduce energy consumption by improving energy efficiency in the future.

能源、廢氣及溫室氣體排放

就本集團的日常營運而言，能源、廢氣及溫室氣體（「溫室氣體」）排放及能源消耗主要源自外購電力供辦公室使用及供車輛消耗的燃料。作為一家有責任感的企業，我們致力於通過提倡節能措施及提升能源效益盡量降低碳排放及實現節能。我們的施工辦公室使用LED照明，淘汰使用傳統螢光燈管的需求。空調溫度設定在24至26度之間，最大化利用電力。此外，僱員離開辦公室時，須關閉所有不必要設備，節省用電。通過這些措施，本集團目標於未來提升能源效益來尋求減少能源消耗。

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Below outlines the energy consumption, air and GHG emissions data during the Reporting Period and the year 2020-21:

下文概述於報告期間及2020-21年度的能源消耗、廢氣及溫室氣體排放數據：

		Key Performance Indicators (“KPIs”) 關鍵績效指標 (「關鍵績效指標」)			
		2021-22 2021-22年度	2020-21 2020-21年度	Unit 單位	%
Air Emissions	廢氣排放				
Nitrogen oxides (NOx)	氮氧化物 (NOx)	687 ¹	1,979	g克	91.1%
Sulfur oxides (SOx)	硫氧化物 (SOx)	16 ¹	46	g克	2.1%
Particular matter (PM)	懸浮顆粒 (PM)	51 ¹	146	g克	6.8%
Total	總計	754	2,171	g克	100.0%
GHG Emissions	溫室氣體排放				
Scope 1 (Direct emissions) ²	範圍1(直接排放) ²	2.90	8.35	Tonnes CO ₂ e 公噸二氧化碳當量	3.6%
Scope 2 (Indirect emissions) ²	範圍2(間接排放) ²	71.89	82.48	Tonnes CO ₂ e 公噸二氧化碳當量	90.9%
Scope 3 (Other indirect emissions) ³	範圍3(其他間接排放) ³	4.33	6.21	Tonnes CO ₂ e 公噸二氧化碳當量	5.5%
Total	總計	79.12	97.04	Tonnes CO ₂ e 公噸二氧化碳當量	100%
Intensity	密度	0.19	0.20	Tonnes CO ₂ e/ revenue in million 公噸 二氧化碳當量/ 百萬收益	-
Energy Consumption	能源消耗				
Purchased electricity	外購電力	104,827	102,010	kWh 千瓦時	91.4%
Unleaded petrol	無鉛汽油	9,922 ¹	28,590	kWh 千瓦時	8.6%
Total	合計	114,749	130,600	kWh 千瓦時	100%
Intensity	密度	277.76	271.35	kWh/revenue in million 千瓦時/百萬收益	-

¹ Since the vehicle hasn't been used since November 2021, air emissions and fuel consumption are significantly lower than they were in the year prior.

² In accordance with The Greenhouse Gas Protocol – A Corporate Accounting and Reporting Standard (Revised Edition) published by World Business Council for Sustainable Development and World Resources Institute, Scope 1 direct emissions are resulted from operations that are owned or controlled by the Group, while Scope 2 indirect emissions are resulted from the generation of purchased or acquired electricity, heating, cooling and steam consumed within the Group.

³ Scope 3 emissions included paper waste disposal.

¹ 由於自2021年11月起尚無使用車輛，廢氣排放量及燃料消耗量大幅低於上一年。

² 根據世界可持續發展工商理事會和世界資源研究所發佈的《溫室氣體議定書—企業會計和報告標準(修訂版)》，範圍1直接排放來自本集團擁有或控制的業務，而範圍2間接排放則來自本集團內部消耗的購買或取得的電力、熱能、冷凍及蒸汽的產生。

³ 範圍3排放包括廢棄紙張處理。

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Waste Emissions

The Group's waste emissions mainly originate from general office refuse. Due to our business nature, we are not aware of the generation of hazardous waste and do not use packaging for finished products.

Sanbase promotes green office practices and strives to reduce waste consumption through reduction, reuse and recycling. As a major focus, we aim to reduce 10% of paper waste in the future by encouraging employees to read electronic documents instead of hard copies.

Below outlines the waste emission data during the Reporting Period and year 2020-21:

廢棄物排放

本集團的廢棄物排放主要來自一般辦公室垃圾。由於我們的業務性質，我們並無發現有害廢棄物的產生及並無使用成品包裝。

莊皇集團公司推進綠色辦公做法，力爭透過減排、重用及循環再造減少廢棄物產生。作為主要關注點，我們通過鼓勵僱員閱讀電子文件而非紙質複印件旨在於未來減少10%的廢棄紙張。

下文概述於報告期間及2020-21年度的廢棄物排放數據：

		2021-22 2021-22年度	2020-21 2020-21年度	Unit 單位	%
Other general refuse	其他一般垃圾	<u>1.09</u>	<u>1.14</u>	Tonnes 噸	<u>100%</u>
Total	合計	<u>1.09</u>	<u>1.14</u>	Tonnes 噸	<u>100%</u>
Intensity	密度	2.64	2.37	Kg/revenue in million 千克/百萬收益	-

Water Consumption

For daily consumption by the Group, water is supplied by local water companies. During the Reporting Period, we did not experience any issues in water sourcing. However, the water consumption data of the Group is not available since the water supply of our offices is controlled by property management, who cannot provide water consumption data to tenants individually.

We understand that water supply is a valuable resource. Hence, we advocate water conservation as a means of enhancing water efficiency.

耗水量

就本集團每天耗水量而言，水是由當地供水公司提供。於報告期間，本集團在求取適用水源上並無遇到任何問題。由於我們辦公室的供水是由物業管理公司控制，且其無法向個別租戶提供用耗水量數據，因此本集團的耗用水量數據並不適用。

我們明白水源是寶貴的資源。因此，我們提倡節水作為提升用水效益的一種方式。

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Green Fitting-out Services

The Group does not identify material impacts we impose on the environment and natural resources due to our nature of business. Yet, we put great emphasis on monitoring our fitting-out services for pollution and other environmental impacts. A health and safety plan is in place to govern the work conducted on the work sites. In particular, it sets guidelines for controlling air pollution, managing noise, and handling waste.

綠色裝修服務

本集團並無識別對環境和自然資源的重大影響。然而，我們非常重視監控我們的裝修服務是否存在污染及其他環境影響。我們已制定出健康及安全計劃來管理在工作場所進行的工作。特別是，其設定了控制空氣污染、管理噪音及處理廢棄物的指引。

Air Pollution Control 空氣污染控制

- Cover dusty materials, including excavated materials, building debris and construction materials, properly by tarpaulin or other approved means
用防水油布或其他經批准的方式覆蓋灰塵材料，包括挖掘材料、建築碎片及建築材料
- Perform frequent maintenance on all combustion engines to prevent exhaust generated air pollution
對所有內燃機進行頻繁維護，以防止廢氣造成空氣污染
- Post the safety labels showing the need for wearing dust respirators
張貼安全標籤，表明需佩戴防塵口罩

Noise Management 噪音管理

- Perform noise survey when sound pressure level exceeds 85 dB(A)
聲壓級超過 85dB(A) 時進行噪音調查
- Display safety sign in the hearing protection zone and attach warning label to noisy machines
在聽力保護區展示安全標誌，並在嘈雜的機器上張貼警告標籤
- Require subcontractors to select low noise equipment and provide ear protectors to their director employees
要求次承判商選擇低噪音設備並為其主管僱員提供護耳器

Waste Management 廢棄物管理

- Plan for the location, transportation method, facilities needs for temporary storage of waste
規劃廢棄物暫存地點、運輸方式、設施需求
- Formulate schedules for the collection and disposal of waste
制定廢物收集及處置時間表
- Ensure the proper functioning of the waste collection system and disposal system by carrying out curtail check
通過進行縮減檢查確保廢棄物收集系統及處置系統的正常運行
- Assign responsible staff for collection, transportation and monitoring of the temporary waste storage sites
指派負責人員負責收集、運輸及監控廢棄物暫存地點

As a means to ensure the proper and effective execution of the health and safety plan and measures noted above, the Group set up a site environmental inspection checklist to monitor their implementation. Verification areas include waste management, water conversation, noise, air, energy conversation and the storage and control of the use of chemicals. Inspection is conducted regularly in order to monitor environmental impacts imposed during the provision of fitting-out services.

作為一種確保妥當並有效執行上文所述的健康與安全計劃及措施的手段，本集團制定工地環境檢查清單，以監督其實施。檢查領域包括廢棄物管理、節約用水、噪音、廢氣、節約能源及化學物儲存及控制使用。進行定期檢查，以監測在提供裝修服務中對環境產生的影響。

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COMMUNITY INVESTMENT

社區投資

Our goal in this area of focus contributes to the following UNSDGs:

我們在此重點領域的目標有助於實現以下聯合國可持續發展目標：



Goal

To embrace corporate social responsibility by giving back to the community and building a better society for our next generation.

目標

承擔企業社會責任，回饋社會，為我們的下一代建設一個更美好的社會。

Material topics to be covered

- Participation in Community Activities

將涵蓋的重要議題

- 參與社區活動

As a socially responsible enterprise in the industry and as a listed company, the Group is dedicated to shouldering corporate social responsibility in making positive contributions to the community and creating a better society for the next generations. Our commitment to this goal includes providing stable and adequate resources for community activities each year, and we encourage all our employees to participate in such activities.

作為一家在該行業中具有社會責任感的企業及作為一家上市公司，本集團致力於承擔企業社會責任，對社區作出積極貢獻及為下一代創造一個更好的社會。我們對此目標的承諾包括每年為社區活動提供穩定及充足的資源，我們鼓勵所有僱員參與該等活動。

Amid the COVID-19 pandemic, we continue to motivate our employees to have a positive influence on the community and protect the environment which is the focus area of the Group in community investment.

在COVID-19疫情期間，我們繼續鼓勵僱員對社區作出積極影響並保護環境，此為本集團於社區投資的重點區域。

Donate to Yan Chai Hospital

To support Yan Chai Hospital's charity work and positively influence the community during the Reporting Period, the Group made a general donation of HKD42,000 to it. In addition, the Group sponsors the "Yan Chai Charity RC Model Car Grand Prix" an event organised by Yan Chai Hospital with HKD20,000 to provide help and care for the underage children, which the parents are newly admitted inmates who are serving their sentence in Hong Kong.

向仁濟醫院捐款

於報告期間內，為支持仁濟醫院的慈善工作及對社區帶來積極影響，本集團向其作出42,000港元的一般捐款。此外，本集團向仁濟醫院組織的活動「仁濟慈善遙控模型車格蘭披治邀請賽」贊助20,000港元，以提供幫助及照顧未成年兒童，而該等兒童的父母為在香港新入監服刑的人員。

Participate in Dress Casual Day

Throughout the Reporting Period, despite of the threat of COVID-19, the Group has encouraged employees to participate in Dress Casual Day organized by the Community Chest to improve community wellness. On 28 October 2021, our employees actively participated in the event to raise funds.

參加便服日

於整個報告期間，儘管受到COVID-19的威脅，本集團仍鼓勵員工參加由公益金舉辦的便服日活動，以改善社區健康。為籌集資金，於2021年10月28日，我們的員工積極參加該活動。

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Support Earth Hour

Earth Hour is an annual event organized by the World Wide Fund for Nature (WWF) to raise awareness around environmental protection and help reduce energy consumption.

As part of this initiative, the Group turned off the lights at its office for an hour on 26 March 2022, and committed to encouraging employees to start fresh, change habit, and contribute to a sustainable future for the next generations.

支持地球一小時

地球一小時是由世界自然基金會 (WWF) 舉辦的年度活動，旨在提高人們的環保意識以幫助減少能源消耗。

作為這項倡議的一部分，本集團於2022年3月26日將其辦公室關燈一小時，並致力於鼓勵員工從新開始，改變習慣，為下一代的可持續發展作出貢獻。



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KPI A1.3	Total hazardous waste produced and intensity.	The Group does not generate material hazardous waste	N/A
關鍵績效指標 A1.3	所產生有害廢棄物總量及密度。	本集團並無產生重大有害廢棄物	不適用
KPI A1.4	Total non-hazardous waste produced and intensity.	Waste Emissions	P. 94
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層面A2：資源使用

General Disclosure

一般披露

Policies on the efficient use of resources, including energy, water and other raw materials. Environmental Protection P. 90

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有效使用資源（包括能源、水及其他原材料）的政策
註：資源可用於生產、儲存、運輸、樓宇、電子設備等。 環境保護 第90頁

KPI A2.1 Direct and/or indirect energy consumption by type in total and intensity. Energy, Air and Greenhouse Gas Emissions P. 93

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KPI A2.3 Description of energy use efficiency target(s) set and steps taken to achieve them. Energy, Air and Greenhouse Gas Emissions P. 92

關鍵績效指標A2.3 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。 能源、廢氣及溫室氣體排放 第92頁

KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) and steps taken to achieve them. Water Consumption P. 94

關鍵績效指標A2.4 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。 耗水量 第94頁

KPI A2.5 Total packaging material used for finished products and with reference to per unit produced. The operation of the Group did not involve in any packaging material. N/A

關鍵績效指標A2.5 製成品所用包裝材料的總量及每生產單位佔量。 本集團的營運並無涉及任何包裝材料。 不適用

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General Disclosure

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減低發行人對環境及天然資源造成重大影響的政策。 綠色裝修服務 第95頁

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一般披露

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Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	People-centric Workplace	P. 75	
(a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	以人為本的工作環境	第75頁	
KPI B1.1	Total workforce by gender, employment type, age group and geographical region. 按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	Employee Overview 僱員概覽	P. 76 第76頁
KPI B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employee Overview 僱員概覽	P. 78 第78頁

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KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Occupational Health and Safety	P. 82
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KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards 勞工標準	P. 88 第88頁
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards 勞工標準	P. 88 第88頁
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KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Excellent Partnership 優質合作夥伴	P. 71 第71頁
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	Excellent Partnership 優質合作夥伴	P. 70 第70頁
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Aspect B6: Product Responsibility

層面 B6：產品責任

General Disclosure

一般披露

Information on:

- (a) the policies; and
- (b) compliance with relevant laws and regulations that have a significant impact on the issuer

relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的：

- (a) 政策；及
- (b) 遵守對發行人有重大影響的相關法律及規例的資料。

Operational

Excellence

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卓越營運

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KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.

Given the business nature, it is not applicable to the Group

N/A

關鍵績效指標 B6.1 已售或已運送產品總數中因安全與健康理由而須回收的百分比。

鑒於業務性質，對本集團並不適用

不適用

KPI B6.2 Number of products and service-related complaints received and how they are dealt with.

There were no complaints received during the Reporting Period

N/A

關鍵績效指標 B6.2 接獲關於產品及服務的投訴數目以及應對方法。

於報告期內，並無收到任何投訴

不適用

KPI B6.3 Description of practices relating to observing and protecting intellectual property rights.

Given the business nature, we do not consider intellectual property to be a material issue to the Group

N/A

關鍵績效指標 B6.3 描述與維護及保障知識產權有關的慣例。

鑒於業務性質，我們並不認為知識產權屬本集團重大事宜

不適用

KPI B6.4 Description of quality assurance process and recall procedures.

Quality Services

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關鍵績效指標 B6.4 描述質量檢定過程及產品回收程序。

優質服務

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KPI B6.5 Description of customer data protection and privacy policies, how they are implemented and monitored.

Privacy Protection

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關鍵績效指標 B6.5 描述消費者資料保障及私隱政策，以及相關執行及監察方法。

私隱保護

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(a) the policies; and			
(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.			
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(a) 政策；及			
(b) 遵守對發行人有重大影響的相關法律及規例的資料。			
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Business Ethics and Integrity	P. 89
關鍵績效指標 B7.1	於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	商業道德及誠信	第89頁
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Business Ethics and Integrity	P. 89
關鍵績效指標 B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	商業道德及誠信	第89頁
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Business Ethics and Integrity	P. 89
關鍵績效指標 B7.3	描述向董事及僱員提供的反貪污培訓。	商業道德及誠信	第89頁
Community			
社區			
Aspect B8: Community Investment			
層面 B8：社區投資			
General Disclosure 一般披露			
Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.		Community Investment	P. 96
有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。		社區投資	第96頁
KPI B8.1	Focus areas of contribution.	Community Investment	P. 96
關鍵績效指標 B8.1	專注貢獻範疇。	社區投資	第96頁
KPI B8.2	Resources contributed to the focus area.	Community Investment	P. 96
關鍵績效指標 B8.2	在專注範疇所動用資源。	社區投資	第96頁

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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

OPINION

What we have audited

The consolidated financial statements of Sanbase Corporation Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 118 to 203, comprise:

- the consolidated statement of financial position as at 31 March 2022;
- the consolidated statement of profit or loss and other comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

羅兵咸永道

致莊皇集團公司股東
(於開曼群島註冊成立的有限公司)

意見

我們已審核的內容

莊皇集團公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第118至203頁的綜合財務報表,包括:

- 於2022年3月31日的綜合財務狀況表;
- 截至該日止年度的綜合損益及其他全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括主要會計政策及其他解釋信息。

我們的意見

我們認為,該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的《香港財務報告準則》(「**香港財務報告準則**」)真實而中肯地反映了**貴集團**於2022年3月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的適用披露規定妥為擬備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

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

Independence

We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“**the Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

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

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

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

意見的基礎

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

我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審核事項

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

在我們審核中確定的關鍵審核事項總結如下：

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審核事項

Valuation of financial assets at fair value through profit or loss

按公允值計量且其變動計入損益的金融資產的估值

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

請參閱綜合財務報表附註2.9、附註4.1(i)及附註16。

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

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

The Project accounted for substantially all of the Cambodia Fund's net assets and was carried at fair value. Accordingly, the Cambodia Fund was stated at fair value with reference to its net asset value of approximately HKD14.6 million, representing 5.1% of the Group's total assets as at 31 March 2022.

項目佔柬埔寨基金淨資產的絕大部分並以公允價值入賬。因此，於2022年3月31日，柬埔寨基金列賬為參考其資產淨值的公允價值約14.6百萬港元，佔貴集團總資產5.1%。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

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

我們就有關按公允值計量且其變動計入損益的金融資產的估值的審核程序包括：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the fair value estimation;
- 通過考慮估計不確定性的程度和其他牽涉到公允價值估計的固有風險，評估了重大錯報的固有風險；
- Interviewed the Cambodia Fund's administrator in relation to the status of the Project to corroborate with management's representation;
- 訪問了柬埔寨基金的行政管理有關項目的進度以證實管理層的聲明；
- Circulated confirmation to the Cambodia Fund's administrator for the Group's ownership and the net asset value of the Cambodia Fund as at 31 December 2021 and cross checked the relevant information with the Cambodia Fund's audited financial statements for the year ended 31 December 2021;
- 向柬埔寨基金的行政管理發行了確認，以確認貴集團在2021年12月31日的所有權及柬埔寨基金的資產淨值，以及和柬埔寨基金已審核截至2021年12月31日止年度的財務報表進行交叉核對；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審核事項

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

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

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

- Reviewed procedures performed by management to assess the appropriateness of adopting the net asset value of the Cambodia Fund as a basis in determining its fair value;
- 審閱管理層實行的程序以評估以柬埔寨基金的資產淨值為基準確認其公允值的適當性；
- Obtained valuation report of the Project held by the Cambodia Fund as at 31 December 2021 performed by an independent third party valuer and evaluated the reasonableness and appropriateness of the valuation methodology and key assumptions adopted, with the assistance of internal valuation experts; and
- 取得由一名獨立的第三方估價師就柬埔寨基金持有的項目於2021年12月31日的估值報告及在內部估價專家的協助下評價估值方法及關鍵假設的合理性及恰當性；及
- Performed independent online research on key assumptions adopted in the aforementioned valuation including market information of Cambodia properties' market from 31 December 2021 up to 31 March 2022 to corroborate with management's assessment that there was no significant changes in key assumptions during the period.
- 進行關於上述估值所採用的關鍵假設的獨立網上研究，包括由2021年12月31日至2022年3月31日柬埔寨的物業市場資訊以證實管理層本期間關鍵假設沒有重大變化的評估。

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審核事項

Recognition of contract revenue

確認合約收入

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

請參閱綜合財務報表附註2.19、附註4.1(ii)及附註5。

The Group recorded contract revenue from the services of bare shell fit-out, restacking and reinstatement for the year ended 31 March 2022 of approximately HKD378.6 million.

截至2022年3月31日止年度，貴集團自毛坯房裝潢、重裝及還原服務錄得合約收入約378.6百萬港元。

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

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

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

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

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

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

我們就有關管理層確認合約收入的審核程序包括：

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

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Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Key Audit Matter

關鍵審核事項

Impairment assessment of contract assets and trade and retention receivables

合約資產以及貿易及保固金應收款的減值評估

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

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

The Group had gross contract assets of approximately HKD84.2 million and gross trade and retention receivables of approximately HKD49.6 million as at 31 March 2022.

於2022年3月31日，貴集團的合約資產總額約為84.2百萬港元以及貿易及保固金應收款總額約為49.6百萬港元。

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

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

The expected loss rates were based on the payment profiles of sales and the corresponding historical credit losses experienced over a period of 24 months before 31 March 2022.

預期虧損率乃基於銷售付款情況及2022年3月31日前之24個月內經歷的相應過往信貸虧損。

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

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

我們就有關合約資產以及貿易及保固金應收款減值評估的審核程序包括：

- Assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors involved in the loss allowance estimation such as subjectivity;
- 通過考慮估計的不確定性程度和損失準備估計涉及的其他固有風險因素的水平，如主觀性，評估重大錯誤的固有風險；
- Understood the key controls over management's assessment of expected credit loss for contract assets and trade and retention receivables including the evaluations of customers' credit profiles and their respective credit risk;
- 了解管理層就評估合約資產以及貿易及保固金應收款之預期信貸虧損（包括評估客戶的信貸資料及彼等的信貸風險）的關鍵控制措施；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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關鍵審核事項

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

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

Management then estimated the loss allowances of contract assets and trade and retention receivables based on the adjusted loss rates, the outstanding balances of contract assets and ageing profiles of trade and retention receivables as at 31 March 2022.

管理層進而根據於2022年3月31日的合約資產經調整虧損率及未償還結餘及貿易及保固金應收款的賬齡狀況對合約資產以及貿易及保固金應收款之虧損撥備進行估計。

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

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

How our audit addressed the Key Audit Matter

我們的審核如何處理關鍵審核事項

- Performed market research to obtain industry data and challenged management with supporting evidence to assess reasonableness of forward-looking information used by management in determining the adjusted loss rates; and
- 進行市場調查以獲取行業數據以挑戰管理層，從而評估管理層於釐定經調整虧損率時所用前瞻性資料之合理性；及
- Checked, on a sample basis, the ageing profile of the trade and retention receivables as at 31 March 2022 to the underlying financial records.
- 按抽樣基準檢查於2022年3月31日有關財務記錄內的貿易及保固金應收款的賬齡情況。

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

本年報的其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審核，我們的責任乃閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審核過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》以及《公司條例》的適用披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

貴公司審核委員會須負責監督 貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSA's, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

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

核數師就審核綜合財務報表承擔的責任

我們的目標，乃對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審核準則》進行的審核，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審核準則》進行審核的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對這些風險，以及獲取充足和適當的審核憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

核數師就審核綜合財務報表承擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審核憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論乃基於核數師報告日止所取得的審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審核憑證，以便對綜合財務報表發表意見。我們負責貴集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

The engagement partner on the audit resulting in this independent auditor's report is Wilson Chan.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 24 June 2022

核數師就審核綜合財務報表承擔的責任 (續)

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期間的綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審核項目合夥人是陳偉信。

羅兵咸永道會計師事務所
執業會計師

香港，2022年6月24日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 MARCH 2022

截至2022年3月31日止年度

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Revenue	收入	5	413,122	481,286
Cost of sales	銷售成本	7	(390,385)	(455,439)
Gross profit	毛利		22,737	25,847
Other income	其他收入	6	49	3,725
Administrative expenses	行政開支	7	(30,332)	(37,551)
Fair value changes of financial asset at fair value through profit or loss (Provision for)/reversal of impairment losses on financial assets	按公允值計入損益之 金融資產的公允值變動 金融資產減值虧損之 (撥備) / 撥回	16 3.1(ii)(c)	1,353 (602)	6,083 1,058
Operating loss	經營虧損		(6,795)	(838)
Finance income	財務收入		161	108
Finance costs	財務成本		(199)	(223)
Finance costs – net	財務成本 – 淨額	8	(38)	(115)
Loss before income tax	除所得稅前虧損		(6,833)	(953)
Income tax (expense)/credit	所得稅(開支) / 抵免	10	(413)	1,393
(Loss)/profit for the year	年內(虧損) / 溢利		(7,246)	440
Other comprehensive income, net of income tax	其他全面收益，扣除所得稅			
<i>Item that may be subsequently reclassified to profit or loss:</i>	<i>其後可能重新分類至 損益的項目：</i>			
– Exchange differences arising on translation of foreign operation	– 換算海外業務產生的 匯兌差額		190	552
Total comprehensive (loss)/income for the year	年內全面(虧損) / 收益 總額		(7,056)	992

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

FOR THE YEAR ENDED 31 MARCH 2022
截至2022年3月31日止年度

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
(Loss)/profit for the year attributable to	應佔年內（虧損）／溢利			
Owners of the Company	本公司擁有人		(5,735)	397
Non-controlling interests	非控股權益		(1,511)	43
			(7,246)	440
Total comprehensive (loss)/income for the year attributable to:	應佔年內全面（虧損）／收益總額：			
Owners of the Company	本公司擁有人		(5,626)	810
Non-controlling interests	非控股權益		(1,430)	182
			(7,056)	992
			HK Cents 港仙	HK Cents 港仙
(Loss)/earnings per share attributable to owners of the Company	本公司擁有人應佔每股（虧損）／盈利			
Basic and diluted	基本及攤薄	11	(2.90)	0.20

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

上述綜合損益及其他全面收益應與隨附附註一併閱覽。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 31 MARCH 2022

於2022年3月31日

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	1,707	1,910
Right-of-use assets	使用權資產	14	3,316	5,240
Intangible assets	無形資產	15	11,965	11,965
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	16	14,647	13,200
Deposits and prepayments	按金及預付款	20	338	607
Deferred tax assets	遞延所得稅資產	24	1,189	926
			33,162	33,848
Current assets	流動資產			
Trade and retention receivables	貿易及保固金應收款	18	44,673	59,536
Contract assets	合約資產	19	83,581	50,116
Deposits, other receivables and prepayments	按金、其他應收及預付款	20	3,158	7,274
Income tax recoverable	可收回稅款		2,692	2,147
Cash and cash equivalents	現金及現金等價物	21	119,776	112,488
			253,880	231,561
Total assets	總資產		287,042	265,409
Equity	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本	22(a)	1,553	1,553
Shares held under share award scheme	股份獎勵計劃下所持股份	22(b)	(2,998)	(2,998)
Share premium	股份溢價		57,632	57,632
Exchange reserve	匯兌儲備		378	269
Retained earnings	保留盈利		80,293	86,028
			136,858	142,484
Non-controlling interests	非控股權益		5,291	6,721
Total equity	總權益		142,149	149,205

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

AS AT 31 MARCH 2022
於2022年3月31日

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Liabilities	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	14	<u>909</u>	<u>2,451</u>
			<u>909</u>	<u>2,451</u>
Current liabilities	流動負債			
Trade payables	貿易應付款	23	124,151	102,215
Accruals and other payables	應計及其他應付款	23	2,172	2,262
Contract liabilities	合約負債	19	15,002	6,246
Lease liabilities	租賃負債	14	2,659	3,030
			<u>143,984</u>	<u>113,753</u>
Total liabilities	總負債		<u>144,893</u>	<u>116,204</u>
Total equity and liabilities	總權益及負債		<u>287,042</u>	<u>265,409</u>

The consolidated financial statements on pages 118 to 203 were approved and authorised for issue by the Board of Directors on 24 June 2022 and were signed on its behalf by:

第118至第203頁的綜合財務報表已獲董事會於2022年6月24日批准及授權刊發及由以下董事代其簽署：

Wong Sai Chuen
王世存
Executive Director
執行董事

Wong Kin Kei
黃健基
Executive Director
執行董事

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

上述綜合財務狀況表應與隨附附註一併閱覽。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

FOR THE YEAR ENDED 31 MARCH 2022
截至2022年3月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Shares held under share award scheme (Note 22(b) and 27) 股份獎勵計劃下所持股份 (附註22(b)及27)	Exchange reserve	Retained earnings	Subtotal	Non-controlling interests	Total equity
		股本 HKD'000 千港元	股份溢價 HKD'000 千港元	股份獎勵計劃下所持股份 (附註22(b)及27) HKD'000 千港元	匯兌儲備 HKD'000 千港元	保留盈利 HKD'000 千港元	小計 HKD'000 千港元	非控股權益 HKD'000 千港元	總權益 HKD'000 千港元
At 1 April 2020	於2020年4月1日	1,553	57,632	(2,998)	(144)	85,748	141,791	10,414	152,205
Profit for the year	年內溢利	-	-	-	-	397	397	43	440
Other comprehensive income for the year:	年內其他全面收益：								
Exchange differences arising on translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	413	-	413	139	552
Total comprehensive income for the year	年內全面收益總額	-	-	-	413	397	810	182	992
Dividend paid to non-controlling interests ("NCI")	已付予非控股權益 (「非控股權益」) 之股息	-	-	-	-	-	-	(3,992)	(3,992)
Acquisition of NCI in a subsidiary (Note 29)	收購一間附屬公司的非控股權益 (附註29)	-	-	-	-	(117)	(117)	117	-
At 31 March 2021	於2021年3月31日	1,553	57,632	(2,998)	269	86,028	142,484	6,721	149,205
At 1 April 2021	於2021年4月1日	1,553	57,632	(2,998)	269	86,028	142,484	6,721	149,205
Loss for the year	年內虧損	-	-	-	-	(5,735)	(5,735)	(1,511)	(7,246)
Other comprehensive income for the year:	年內其他全面收益：								
Exchange differences arising on translation of foreign operation	換算海外業務產生的匯兌差額	-	-	-	109	-	109	81	190
Total comprehensive income/(loss) for the year	年內全面收益/ (虧損)總額	-	-	-	109	(5,735)	(5,626)	(1,430)	(7,056)
At 31 March 2022	於2022年3月31日	1,553	57,632	(2,998)	378	80,293	136,858	5,291	142,149

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

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

FOR THE YEAR ENDED 31 MARCH 2022
截至2022年3月31日止年度

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Cash flows from operating activities	經營活動之現金流量			
Cash generated from operations	營運產生之現金	32(a)	12,657	5,039
Interest received	已收利息		161	108
Income tax paid	已付所得稅		(1,188)	(4,519)
Net cash inflow from operating activities	經營活動之淨現金流入		11,630	628
Cash flows from investing activities	投資活動之現金流量			
Payment for acquisition of a subsidiary, net of cash acquired	支付收購附屬公司，扣除所得淨現金		-	(1,274)
Payments for purchase of property, plant and equipment	支付購置物業、廠房及設備		(1,095)	(214)
Net cash outflow from investing activities	投資活動之淨現金流出		(1,095)	(1,488)
Cash flows from financing activities	融資活動之現金流量			
Dividend paid to non-controlling interests	已付予非控股權益之股息		-	(3,992)
Interest paid	已付利息		(199)	(223)
Principal elements of lease payments	租賃付款之本金部份	32(b)	(3,120)	(2,988)
Net cash outflow from financing activities	融資活動之淨現金流出		(3,319)	(7,203)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額		7,216	(8,063)
Effects of exchange rate changes on cash and cash equivalents	匯率換算對現金及現金等價物之影響		72	230
Cash and cash equivalents at 1 April	於4月1日現金及現金等價物		112,488	120,321
Cash and cash equivalents at 31 March	於3月31日現金及現金等價物	21	119,776	112,488

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

上述綜合現金流量表應與隨附附註一併閱覽。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1. CORPORATE INFORMATION

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

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

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

These consolidated financial statements are presented in Hong Kong dollar thousands ("HKD'000"), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board on 24 June 2022.

1. 公司資料

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

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

本公司的股份(「股份」)自2018年1月4日起於聯交所GEM上市。

除另有說明者外，該等綜合財務報表以千港元(「千港元」)列示。該等綜合財務報表已獲董事會於2022年6月24日批准刊發。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

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

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

(ii) **Historical cost convention**

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

(iii) **Amended standards adopted by the Group**

The Group has applied the following amended standards and conceptual framework for the first time for their financial statements period commencing 1 April 2021:

Amendments to HKAS 39, HKFRS 4, HKFRS 7 and HKFRS 9	Interest rate benchmark reform
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Amendments to HKFRS 16	Covid-19-related rent concessions
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The amendments and conceptual framework listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2. 主要會計政策概要

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

2.1 編製基準

(i) **遵守香港財務報告準則及《香港公司條例》**

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

(ii) **歷史成本法**

綜合財務報表乃按照歷史成本法編製，惟若干按公允值計量之金融工具除外。

(iii) **本集團採用的經修訂準則**

本集團首次在2021年4月1日開始的財務報表期間應用了以下經修訂的準則和概念性框架：

香港會計準則第39號、香港財務報告準則第4號、香港財務報告準則第7號及香港財務報告準則第9號（修訂本）	利率基準改革
香港財務報告準則第16號（修訂本）	Covid-19相關租金減免

上述的修訂和概念性框架對過往期間確認的金額並無任何影響，並預計不會對當前或未來期間產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

The following new accounting standard, amendments and interpretations have been published but are not mandatory for 31 March 2022 reporting period and have not been early adopted by the Group.

2. 主要會計政策概要 (續)

2.1 編製基準 (續)

(iv) 尚未採納的新準則和修訂準則及詮釋

以下新會計準則、修訂及詮釋已頒佈，但並非強制採用於2022年3月31日報告期間，且尚未獲本集團提早採納。

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
Amendments to Annual Improvements Project	Annual improvements to HKFRSs 2018-2020	1 April 2022
年度改進項目 (修訂本)	香港財務報告準則2018年至2020年的年度改進	2022年4月1日
Amendments to HKFRS 3, HKAS 16 and HKAS 37	Narrow-scope amendments	1 April 2022
香港財務報告準則第3號、香港會計準則第16號及香港會計準則第37號 (修訂本)	小範圍修訂	2022年4月1日
Revised Accounting Guideline 5	Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations	1 April 2022
會計指引第5號 (修訂本)	會計指引第5號 (修訂本) 共同控制合併的合併會計法	2022年4月1日
Amendments to HKAS 1	Classification of liabilities as current or non-current	1 April 2023
香港會計準則第1號 (修訂本)	流動或非流動負債分類	2023年4月1日
HKFRS 17	Insurance Contracts (new standard)	1 April 2023
香港財務報告準則第17號	保險合約 (新準則)	2023年4月1日
HKFRS 17	Amendments to HKFRS 17	1 April 2023
香港財務報告準則第17號	香港財務報告準則第17號 (修訂本)	2023年4月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

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

2. 主要會計政策概要 (續)

2.1 編製基準 (續)

- (iv) 尚未採納的新準則和修訂準則 (續)

		Effective for annual periods beginning on or after 於以下日期或之後 開始的年度期間生效
Hong Kong Interpretation 5 (2020)	Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause (HK Int 5 (2020))	1 April 2023
香港詮釋第5號(2020年)	香港詮釋第5號(2020年)財務報表之呈列—借貨人對包含按要求償還條文之定期貸款之分類(香港詮釋第5號(2020年))	2023年4月1日
HKAS 1 and HKFRS 2 Practice Statement 2	Disclosure of Accounting Policies (amendments)	1 April 2023
香港會計準則第1號及香港財務報告準則實務報告第2號	會計政策披露(修訂本)	2023年4月1日
Amendments to HKAS 8	Definition of Accounting Estimate	1 April 2023
香港會計準則第8號的修訂	會計估計的定義	2023年4月1日
Amendments to HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction (amendments)	1 April 2023
香港會計準則第12號(修訂本)	與單項交易產生的資產和負債相關的遞延所得稅(修訂本)	2023年4月1日
Amendments to HKFRS 10 and HKAS 28	Sales or contribution of assets between an investor and its associate or joint venture	To be determined
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營企業或合資企業之間的資產出售或注資	待釐定

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

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.2 Consolidation

Subsidiaries

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

2. 主要會計政策概要 (續)

2.2 綜合

附屬公司

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.3 Separate financial statements

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

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

2.4 Segment reporting

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

2. 主要會計政策概要 (續)

2.3 獨立財務報表

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

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

2.4 分部報告

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The Company's functional currency is HKD and majority of the subsidiaries of the Group operate in Hong Kong and the PRC whereas their functional currency are HKD and Renminbi respectively. The consolidated financial statements are presented in HKD, which is the Company's and the Group's presentation currency.

(ii) Transactions and balances

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

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

2. 主要會計政策概要 (續)

2.5 外幣換算

(i) 功能及呈列貨幣

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

(ii) 交易及結餘

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

按公允值計量並以外幣計值之非貨幣性項目採用釐定公允值當日之匯率換算。按公允值列賬之資產與負債之換算差額作為公允值盈虧的一部分呈報。例如，非貨幣性資產及負債(例如按公允值計量且其變動計入損益(「**按公允值計量且其變動計入損益**」)之股權)之換算差額在損益中確認為公允值盈虧的一部分，而非貨幣性資產(例如分類為按公允值計量且其變動計入其他全面收益之股權)之換算差額在其他全面收益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the reporting date;
- (b) income and expenses for each income statements are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising from the translation of any net investment in foreign entities on consolidation are recognised in other comprehensive income.

2. 主要會計政策概要 (續)

2.5 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之集團全部實體(均無採用高通脹經濟體系的貨幣)之業績及財務狀況按以下方式換算為呈列貨幣:

- (a) 各財務狀況表所呈列之資產及負債乃按報告日期之收市匯率換算;
- (b) 各收益表之收益及開支乃按平均匯率換算(除非此平均數值並非該等交易日期當日匯率累計影響之合理約數,否則收益及開支將按交易日期之匯率換算);及
- (c) 所有因此而產生的貨幣換算差額於其他全面收益內確認。

因收購海外實體而產生之商譽及公允價值調整,視為該海外實體之資產及負債處理,並於結算日的匯率換算。於編製綜合賬目時,貨幣換算產生自換算任何海外實體投資淨額的差額於其他全面收益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 Property, plant and equipment

All property, plant and equipment are stated at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Furniture and equipment	2-5 years
Leasehold improvement	4 years or over the lease term, whichever is shorter
Motor vehicles	4 years

The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and recognised in profit or loss.

2. 主要會計政策概要 (續)

2.6 物業、廠房及設備

所有物業、廠房及設備乃按歷史成本減折舊及減值虧損列賬。歷史成本包括收購項目的直接應佔開支。

後續成本僅在本集團很可能獲得與該項目有關的未來經濟利益及該項目的成本能被可靠計量時，方可計入資產賬面值或確認為獨立資產（如適用）。替換部分的賬面值終止確認。所有其他維修及保養於其產生的財政期內計入損益表。

物業、廠房及設備以直線法計算折舊，按估計可使用年期將其成本分配至其剩餘價值：

傢俬及設備	2-5年
租賃裝修	4年或超過租賃期，以較短者為準
汽車	4年

資產的剩餘價值及可使用年期於各報告期末進行審閱並調整（如適用）。倘資產的賬面值高於其估計可收回金額（附註2.8），則其賬面值即時撇減至可收回金額。

出售盈虧是按所得款項與賬面值之差額釐定，並於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets

(i) Goodwill

Goodwill arises on the acquisition of subsidiaries represents the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the CGU or group of CGUs level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU or the group of CGUs to which goodwill has been allocated is compared to the recoverable amount of the unit, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

2. 主要會計政策概要 (續)

2.7 無形資產

(i) 商譽

商譽於收購附屬公司時產生，即所轉讓代價、於所收購方之任何非控股權益金額及任何先前於所收購方之權益於收購日期之公允值超出已收購可識別資產淨值之公允值之差額。

就減值測試而言，於業務合併所收購的商譽獲分配至預期可受惠於合併協同效應的各現金產生單位（「現金產生單位」）或現金產生單位組別。各獲分配商譽的單位或單位組別指就內部管理目的監察商譽的實體內部最低層面。商譽於現金產生單位或現金產生單位組合層次進行監察。

商譽的減值每年進行檢討，或當有事件或情況改變顯示可能出現減值時作更頻密檢討。商譽已分配至現金產生單位或現金產生單位組合，其賬面值與單位之可收回金額（使用價值與公允值減出售成本之較高者）作比較。任何減值即時確認為開支，且其後不會撥回。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.7 Intangible assets (Continued)

(ii) Customer relationship and contracts

Customer relationship and contracts acquired as part of a business combination are capitalised at fair value separately from goodwill at acquisition date and are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of the intangible assets over their estimated useful lives of one to three years.

(iii) Money lending license

Money lending licence is stated at cost less any impairment losses. The cost of a money lending license acquired is the fair value at the date of acquisition. The money lending license will not be amortised until its useful life is determined to be finite, but subject to impairment testing annually.

(iv) Amortisation methods and periods

The Group amortises intangible assets with a limited useful life using the straight-line method over 1 to 3 years.

2.8 Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill or intangible assets not ready to use, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2. 主要會計政策概要 (續)

2.7 無形資產 (續)

(ii) 客戶關係及合約

於收購日客戶關係及合約為業務合併的一部份，並已按公允值資本化與商譽分開，按成本減累計攤銷及累計減值虧損列賬。攤銷以直線法將無形資產的成本按其估計可使用年期1至3年計算。

(iii) 放債人牌照

放債人牌照按成本扣除任何減值虧損列賬。收購放債人牌照的成本為收購日期的公允值。放債人牌照將不會攤銷，直至其可使用年期確定為有限，但須每年進行減值測試。

(iv) 攤銷方法和期限

本集團對使用壽命有限的無形資產，採用直線法在1至3年內進行攤銷。

2.8 非金融資產的減值

不確定使用年期的資產（如商譽或無形資產尚未可使用）毋須攤銷，並每年進行減值測試。當有事件或情況改變顯示賬面值可能無法收回時，須就攤銷的資產進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額為資產的公允值減銷售成本及使用價值兩者之中的較高者。就評估減值而言，本集團按可獨立識別的現金流量（現金產生單位）的最低水平劃分資產類別。除商譽外，出現減值的非金融資產將於各報告日期進行檢討，以釐定減值是否可予撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured at amortised cost.
- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss), and

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded in profit or loss and other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2. 主要會計政策概要 (續)

2.9 投資及金融資產

(i) 分類

本集團按以下計量類別對其金融資產進行分類：

- 將按攤銷成本計量的金融資產。
- 其後將按公允值計量且其變動計入其他全面收益或損益的金融資產，及

分類取決於實體管理金融資產及現金流量合約條款的業務模式。

就按公允值計量的資產而言，其收益及虧損於損益及其他全面收益列賬。就並非持作買賣的權益工具投資而言，則取決於本集團是否於初次確認時行使不可撤銷選擇權，將權益投資按公允值計量且其變動計入其他全面收益（「按公允值計量且其變動計入其他全面收益」）。

本集團僅於管理該等資產的業務模式改變時方會對債務投資進行重新分類。

(ii) 確認及終止確認

金融資產的常規買賣於交易日（本集團承諾買賣資產當日）確認。當從金融資產收取現金流量的權利已到期或已轉讓，且本集團已將所有權的絕大部分風險及回報轉讓，即終止確認金融資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets (Continued)

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss. Impairment losses are presented as separate line item in the consolidated statement of profit or loss and other comprehensive income.

2. 主要會計政策概要 (續)

2.9 投資及金融資產 (續)

(iii) 計量

初始確認時，本集團按金融資產之公允值加（倘並非按公允值計量且其變動計入損益的金融資產）收購金融資產之直接應佔交易成本計量。按公允值計量且其變動計入損益的金融資產之交易成本於損益內支銷。

在釐定嵌入衍生工具的金融資產的現金流量是否僅為支付本金及利息時，應以整體作考慮。

債務工具

債務工具的后續計量取決於本集團管理資產及資產現金流量特徵的業務模式。本集團將其債務工具分類為以下三種計量類別：

- **攤銷成本：**倘持作收取合約現金流量資產的現金流量僅為支付本金及利息，則按攤銷成本計量。來自該等金融資產的利息收入按實際利率法計入財務收入。終止確認產生的任何收益或虧損直接於損益確認。減值虧損於綜合損益及其他收益表中作為單獨項目呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments (Continued)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and recognised in profit or loss. Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented as separate line item in the consolidated statement of profit or loss and other comprehensive income.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss.

2. 主要會計政策概要 (續)

2.9 投資及金融資產 (續)

(iii) 計量 (續)

債務工具 (續)

- 按公允價值計量且其變動計入其他全面收益：倘為收回合約現金流量及出售金融資產而持有之資產的現金流量僅為支付本金及利息，則該等資產按公允價值計量且其變動計入其他全面收益。賬面值變動計入其他全面收益，惟於損益確認之減值收益或虧損、利息收入及匯兌收益及虧損之確認除外。終止確認金融資產時，先前於其他全面收益確認之累計收益或虧損由權益重新分類至損益並於損益確認。該等金融資產的利息收入按實際利率法計入財務收入。匯兌收益及虧損於綜合收益及其他全面收益表中作為單獨項目列示。
- 按公允價值計量且其變動計入損益：未達按攤銷成本或按公允價值計量且其變動計入其他全面收益計量標準的資產乃按公允價值計量且其變動計入損益。後續按公允價值計量且其變動計入損益的債務投資所產生的盈虧於損益確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Investments and financial assets (Continued)

(iii) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in the consolidated statement of profit or loss and other comprehensive income as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For contract assets and trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(ii)(c) for further details.

2. 主要會計政策概要 (續)

2.9 投資及金融資產 (續)

(iii) 計量 (續)

權益工具

本集團其後就所有權益投資按公允值計量。倘本集團管理層已選擇於其他全面收益中呈列權益投資的公允值收益及虧損，公允值收益及虧損於終止確認該投資後不會重新分類至損益。有關投資的股息於本集團收取付款的權利確立時繼續於損益確認。

按公允值計量且其變動計入損益的金融資產之公允值變動按適用情況於綜合損益及全面收益表內的其他收入及其他收益淨額中確認。按公允值計入其他全面收益計量的股本投資的減值虧損（及減值虧損撥回）不會與其他公允值變動分開列報。

(iv) 減值

本集團按前瞻性基準評估與按攤銷成本計量的債務工具有關的預期信貸虧損。所應用的減值方法視乎信貸風險有否大幅增長而定。就合約資產及貿易應收款項而言，本集團已應用香港財務報告準則第9號允許之簡化方法，該方法規定預期整個存續期之虧損自初始確認應收款項時確認，進一步詳情請見附註3.1(ii)(c)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.11 Trade, retention and other receivables

Trade and retention receivables are amounts due from customers for service performed in the ordinary course of business. If collection of trade, retention and other receivables is expected in the one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-currents.

Trade, retention and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade, retention and other receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

2. 主要會計政策概要 (續)

2.10 抵銷金融工具

當有法定可強制執行的權利抵銷已確認金額且擬按淨值基準結算或同時變現資產及結算負債時，金融資產及負債將予抵銷，有關淨額則於財務狀況表內列報。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時，這也必須具有約束力。

2.11 貿易、保固金及其他應收款項

貿易及保固金應收款為就於日常業務過程中提供服務而應收客戶的款項。倘貿易、保固金及其他應收款項預期於一年或以內（或倘時間較長，則在業務正常營運週期內）收回，則其將分類為流動資產，否則呈列為非流動。

貿易、保固金及其他應收款項初步按有關無條件代價金額確認，除非其包含重大融資部分，並按公允值確認。本集團為收取合約現金流量而持有貿易、保固金及其他應收款項，因此其後以實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

2.12 Contract assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer.

The combination of those rights and performance obligations gives rise to a net contract asset or a net contract liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the measure of the remaining conditional rights to consideration exceed the satisfied performance obligations. Conversely, the contract is a liability and recognised as contract liabilities if consideration received (or an amount of consideration is due) from the customer exceeds the measure of the remaining unsatisfied performance obligations. In the consolidated statement of financial position, the contract assets mainly consist of unbilled work in progress and contract liabilities mainly consist of receipt in advance from customers.

Contract assets are assessed for impairment under the same approach adopted for impairment assessment of trade debtors. Contract liabilities are recognised as revenue when the Group transfers the goods or services to the customers and therefore satisfied its performance obligation.

The incremental costs of obtaining a contract with a customer are capitalised and presented as contract related assets, if the Group expects to recover those costs, and are subsequently amortised on a systematic basis that is consistent with the transfer to the customers of the goods or services to which the assets relate. The Group recognises an impairment loss in the profit or loss to the extent that carrying amount of the contract related assets recognised exceeds the remaining amounts of consideration that the Group expects to receive less the costs that relate directly to providing those goods or services that have not been recognised as expenses.

2. 主要會計政策概要 (續)

2.12 合約資產及合約負債

與客戶簽訂合約時，本集團獲得向客戶收取代價的權利，並承擔向客戶轉讓商品或提供服務的履約責任。

該等權利及履約責任的組合產生合約資產淨額或合約負債淨額，視乎餘下權利及履約責任之間的關係。合約乃一項資產，倘按有條件的權利計量剩餘對價超出履行履約義務則確認為合約資產。相反，合約乃一項負債，倘自客戶收到的對價（或應收對價的金額）超過計量剩餘未履約義務的確認為合約負債。於綜合狀況表中，合約資產乃包含未開具發票的在建工程及合約負債包含預收客戶款。

合約資產乃按與貿易應收賬款減值估計所採納的相同方法進行減值估計。合約負債於本集團將貨物或服務轉讓予客戶因而完成履約義務時確認為收入。

倘本集團預期可收回增量成本及其後按與轉讓貨物或服務予客戶一致的系統性基準攤銷遞增成本，獲取與客戶的合約所產生的遞增成本則作資本化且於與合約有關資產中呈報。因應已確認與合約有關資產賬面值超過本集團預期收取代價餘下金額減直接與提供該等貨物或服務但尚未確認為開支的成本，本集團於損益確認減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Pledged bank deposits are not included in cash and cash equivalents.

2.14 Share capital and shares held under share award scheme

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company.

2.15 Trade and other payables

These amounts represent liabilities for services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within one year or less of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2. 主要會計政策概要 (續)

2.13 現金及現金等價物

現金及現金等價物包括手頭現金、原有到期期限為三個月或以內之銀行通知存款及其他短期高流動性投資。

現金及現金等價物並不包括已抵押存款。

2.14 股本及股份獎勵計劃下所持股份

普通股分類為權益。發行新股或購股權直接產生的增量成本於扣除稅項後在權益中作為所得款項的減項列示。

倘任何集團公司購入本公司之權益工具，例如由於進行股份回購或以股份支付計劃，則已付代價（包括任何直接應佔增量成本（扣除所得稅）從本公司擁有人應佔權益扣除，直至股份註銷或再發行為止。倘隨後再發行有關普通股，任何已收代價（扣除任何直接應佔增量交易成本及相關所得稅影響）計入本公司擁有人應佔權益。

2.15 貿易及其他應付款

該等款項指本集團於財政年度結束前就獲提供的服務未支付的負債。有關款項為無抵押及通常在確認後一年內或較短期間支付。貿易及其他應付款呈列為流動負債，除非付款並非於報告期後12個月內到期。貿易及其他應付款初始按公允值確認，隨後以實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Group operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

2. 主要會計政策概要 (續)

2.16 即期及遞延所得稅

本期間之所得稅開支或抵免乃就本期間應課稅收入按各司法權區之適用所得稅稅率應付稅項(就暫時差額及未動用稅損應佔之遞延所得稅資產及負債之變動而作出調整)。

即期所得稅

即期所得稅乃按本集團經營及產生應課稅收入於報告期末已頒佈或實質頒佈的稅法計算。管理層須就適用稅法詮釋相關情況從而定期評估報稅表狀況，並在適當情況下根據預期須向稅務機關支付的稅設定撥備。

遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其於財務報表的賬面值之間產生的暫差額悉數撥備。然而，倘遞延所得稅負債因初始確認商譽而產生，則不予確認。倘遞延所得稅資產因初始確認資產或負債於一項交易(業務合併除外)而產生，且交易時不會影響會計或應課稅損益，亦不予入賬。遞延所得稅乃按報告期末已頒佈或實質頒佈的稅率(及稅法)釐定，並預期在有關遞延所得稅資產變現或遞延所得稅負債清償時應用。

遞延所得稅資產僅在未來應課稅溢利將可用於動用該等暫時差額及虧損時予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Current and deferred income tax (Continued)

Deferred income tax (Continued)

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2. 主要會計政策概要 (續)

2.16 即期及遞延所得稅 (續)

遞延所得稅 (續)

倘本集團能控制撥回暫時差額的時間及該等差額可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延所得稅負債及資產。

當有法定權利將即期稅項資產及負債抵銷，而遞延所得稅餘額與同一稅務機關相關時，則可將遞延所得稅資產及負債抵銷。當實體有法定權利抵銷或有意按淨額基準結算，或同時變現資產及結算負債。

即期及遞延所得稅於損益中確認，惟有關於其他全面收益或直接於權益中確認的項目除外。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting dates.

Employee entitlements to sick leave and maternity or paternity leaves are not recognised until the time of leave.

(ii) Pension obligations

The Group operates the Mandatory Provident Fund Scheme (“**MPF Scheme**”) in Hong Kong which is generally funded through payments to insurance companies under defined contribution plan. It pays contributions to administered pension insurance plans on a mandatory, contractual or voluntary basis. Moreover, all the employees of the Group’s entities incorporated in the PRC participate in employee social security plans, including pension, medical, housing and other welfare benefits, organised and administered by the local governments. The Group has no further payment obligations once these contributions have been paid. The contributions are recognised as employee benefit expense when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2. 主要會計政策概要 (續)

2.17 僱員福利

(i) 僱員應享假期

僱員應享年假在僱員享有時確認。已就截至報告日期因僱員提供服務而享有年假的估計責任作出撥備。

僱員應享病假及產假或陪產假於僱員休假時方予確認。

(ii) 退休金責任

本集團於香港設有強制性公積金計劃（「**強積金計劃**」），該計劃一般透過根據定額供款向保險公司付款而注資。本集團向管理退休保險計劃作出強制、合約或自願性質供款。此外，所有身為本集團於中國註冊成立實體之僱員，均已參與由地方政府組織及管理之僱員社會保障計劃，涵蓋退休金、醫療、房屋及其他社會福利。本集團一經繳付供款後再無進一步付款責任。供款於應付時確認為僱員福利開支，並可由歸屬前離開計劃的僱員所放棄的全數供款撇減。預付供款按照現金退款或扣減未來付款而確認為資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.17 Employee benefits (Continued)

(iii) Provision for bonus plans

Bonus payments to employees are discretionary to management. Bonus payments are recognised in profit or loss in the period when the Company has formally announced the bonus payments to employees.

2.18 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are not recognised for future operating losses. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset when the reimbursement is virtually certain.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2. 主要會計政策概要 (續)

2.17 僱員福利 (續)

(iii) 花紅計劃撥備

支付予僱員的花紅付款由管理層酌情決定。在本公司正式宣佈向僱員支付花紅後，花紅付款於期內在損益中確認。

2.18 撥備

倘本集團因過往事件而導致現時須承擔法律或推定責任，而履行有關責任時可能需資源外流，且有關金額能可靠估計，則確認撥備。撥備不會就未來經營虧損作出確認。倘本集團預期撥備將獲償付，則償付額於實際可確定將獲償付之時作為單獨資產確認。

倘有多項相若責任，則會整體考慮有關類別責任以確定就履行責任造成流出的可能性。即使就同一類別責任當中的任何一項責任造成流出的可能性不高，但仍會確認撥備。

撥備乃按償付該責任預期所需開支以稅前利率（應能反映當時對金錢的時間值及該責任特定風險的市場評估）計算的現值衡量。因時間的流逝而增加的撥備確認為利息開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition

(i) Revenue from contracts with customers

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Revenue is shown, net of discounts and after eliminating sales with the Group companies. The Group recognises revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below.

Revenues are recognised when or as the control of the asset is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the asset may transfer over time or at a point in time. Control of the asset is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer; or
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

2. 主要會計政策概要 (續)

2.19 收入確認

(i) 客戶合約收入

收入按於本集團日常業務活動過程中銷售貨品及提供服務的已收代價或應收款項的公允值計量。收入乃經扣除折扣後及對銷集團公司的銷售額後列示。當收入的金額能夠可靠計量，未來經濟利益有可能流入有關實體，而本集團每項活動均符合具體條件時（如下文所述），本集團會確認收入。

收入乃於資產之控制權轉移至客戶時確認。視乎合約條款及應用至合約的法律，資產之控制權可經過一段時間或於某一時間點轉移。倘本集團在履約過程中滿足下列條件，資產之控制權乃經過一段時間轉移：

- 提供全部福利，而客戶亦同步收到並消耗有關福利；或
- 隨著本集團履約而創建並提升客戶所控制之資產；或
- 並無創建對本集團而言有替代用途之資產，而本集團具有可強制執行權利收回迄今已完成履約部份之款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(i) Revenue from contracts with customers (Continued)

If control of the asset transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract.

Revenue is recognised when specific criteria have been met for the Group's activities described below:

(a) provision of bare shell fit-out, restacking and reinstatement services

Revenue from the provision of these services is recognised over time as the Group's performance creates or enhances an asset or work in progress that the customer controls as the asset is created or enhanced. Thus, the Group satisfies a performance obligation over time, by reference to the actual costs incurred as a percentage of the total estimated costs for each contract.

(b) rendering of churn works, design, maintenance and other services

Revenue from the provision of these services is recognised when the services were rendered.

2. 主要會計政策概要 (續)

2.19 收入確認 (續)

(i) 客戶合約收入 (續)

倘資產之控制權經過一段時間轉移，收入乃參考已圓滿完成履約責任之進度而在合約期間內確認。否則，收入於客戶獲得資產之控制權之時間點確認。

圓滿完成履約責任之進度乃根據本集團為完成履約責任所作出的努力或投入（參考截至報告期末所產生的合約成本佔每份合約估計總成本的百分比）而計量。

收入於就本集團活動滿足特定條件時確認，詳情概述如下：

(a) 提供毛坯房裝潢、重裝及還原服務

提供該等服務所得收入於本集團之履約創造或增強客戶在資產被創造或改良時就控制之資產或在建工程的情況下，隨時間確認。因此，本集團參考已產生的實際成本佔各合約估計成本總額的百分比，隨時間履行履約責任。

(b) 提供零碎工程、設計、保養及其他服務

提供該等服務所得收入於提供服務時確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.19 Revenue recognition (Continued)

(ii) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired receivables is recognised using the original effective interest rate.

(iii) Dividend income

Dividends are recognised when the right to receive payment is established.

2.20 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

2. 主要會計政策概要 (續)

2.19 收入確認 (續)

(ii) 利息收入

利息收入採用實際利息法按時間比例基準確認入賬。倘應收款項出現減值時，本集團會將賬面值撇減至可收回款額，即估計的未來現金流量按該工具之原實際利率貼現值，並繼續將貼現計算並確認為利息收入。已減值應收款的利息收入利用原實際利率確認。

(iii) 股息收入

股息在收取款項的權利確定時確認。

2.20 租賃

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。

租賃產生之資產及負債初步按現值進行計量。租賃負債包括以下租賃付款之淨現值：

- 固定付款（包括實質固定付款）減任何應收租賃優惠；
- 基於指數或利率的可變租賃付款，採用於開始日期的指數或利率初步計量；
- 剩餘價值擔保下之本集團預期應付款項；
- 採購權之行使價格（倘本集團合理地確定行使該選擇權）；及
- 終止租賃所支付之罰款（倘租賃期反映本集團行使該選擇權）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Leases (Continued)

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Right-of-use assets are measured at cost comprising the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date and restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of car park are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The respective leased assets are included in the balance sheet based on their nature.

2.21 Dividend distribution

Dividend distribution to the Shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the final dividends are approved by the Company's shareholders and interim dividends are approved by the Company's Board.

2.22 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

2. 主要會計政策概要 (續)

2.20 租賃 (續)

租賃付款採用租賃所隱含的利率予以折現。倘無法釐定該利率，則使用承租人的新增借款利率，即承租人在類似條款及條件的類似經濟環境中借入獲得類似價值資產所需資金所必須支付的利率。

使用權資產按成本計量，包括租賃負債的初始計量金額，於開始日期或之前所作的任何租賃付款及修復成本。

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，則在相關的資產的使用壽命期間內對使用權資產計提折舊。

與停車場的短期租賃相關的付款以直線法於損益中確認為開支。短期租賃指租期為十二個月或以下的租賃。

本集團作為出租人收到的經營租賃收入在租賃期內按直線法確認為收入。相關租賃資產根據其性質於資產負債表內列賬。

2.21 股息分派

向股東分派的股息於末期股息獲本公司股東批准期間及中期股息獲本公司董事會批准期間在本集團及本公司財務報表內確認為負債。

2.22 政府補助

當可以合理確定本集團將會收到政府補助並會遵守所有附帶條件時，則政府補助會按其公平值確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Government grants (Continued)

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate. The Group does not have government grants relating to property and equipment, and other non-current assets.

3. FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk, cash flow and fair value interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out under the policies approved by the Board. The Directors identifies and evaluates financial risks in close co-operations with its operating units. The Board provides principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investing of excess liquidity.

(i) Market risk

(a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Chinese Renminbi ("RMB") and United States Dollar ("US\$"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, and net investments in foreign operations.

2. 主要會計政策概要 (續)

2.22 政府補助 (續)

有關成本的政府補助均會於符合擬彌償成本所需的期間遞延並在損益確認。本集團並無與物業及設備及其他非流動資產相關的政府補助。

3. 財務風險管理

3.1 財務風險因素

本集團的活動使其面臨多項財務風險：市場風險（包括外匯風險、價格風險、現金流量及公允值利率風險）、信貸風險及流動性風險。本集團的整體風險管理計劃集中於金融市場的難預測性，並尋求盡量降低本集團財務表現所遭受的潛在不利影響。

風險管理按照董事會批准的政策執行。董事與經營單位緊密合作以確定和評估財務風險。董事會為整體風險管理訂定指引，亦為若干特定範疇提供政策，例如外匯風險、利率風險、信貸風險，以及投資剩餘的流動資金。

(i) 市場風險

(a) 外匯風險

本集團面臨因各種貨幣風險而產生的外匯風險，主要與人民幣（「人民幣」）及美元（「美元」）有關。未來商業交易、已確認資產及負債以及於海外業務的淨投資均會產生外匯風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(i) Market risk (Continued)

(a) Foreign exchange risk (Continued)

As at 31 March 2022, if RMB had strengthened/weakened by 5% (2021: 5%) against HKD, with all other variables held constant, loss for the year (2021: profit for the year) would have been approximately HKD199,000 lower/higher (2021: HKD329,000 higher/lower) mainly as a result of foreign exchange gains/losses on translation of RMB denominated net assets.

The foreign currency exchange exposure on financial asset at FVPL denominated in US\$ is considered to be minimal as HKD is currently pegged to US\$.

(b) Price risk

The Group is exposed to price changes arising from debt investment classified as financial assets at FVPL. The Group maintains the debt investment for long-term strategic purposes.

As at 31 March 2022, if the fair value of the Group's financial assets at FVPL had been 10% higher/lower with all other variables held constant, loss for the year (2021: profit for the year) would have been approximately HKD1,460,000 lower/higher (2021: HKD1,320,000 higher/lower).

The Group's investment as at year end date is not publicly traded, management exercises its judgement to determine its fair value with reference to the net asset value provided by its administrators and discounted cash flow of its underlying residential project.

Management is of the opinion that the Group has minimal exposure to the price risk as at 31 March 2022 and 2021.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(i) 市場風險 (續)

(a) 外匯風險 (續)

於2022年3月31日，倘人民幣兌港元升值／貶值5%（2021年：5%），而全部其他可變因素保持不變，則年內虧損（2021年：年內溢利）將減少／增加約199,000港元（2021年：增加／減少329,000港元），主要由於換算以人民幣列值的淨資產。

由於現時港元與美元掛鈎，故以美元列值的資產及負債的外匯風險被視為極低。

(b) 價格風險

本集團因其按公允值計量且其變動計入損益的金融資產之債務投資面臨股價風險。本集團以長期戰略目的持有該債務投資。

於2022年3月31日，倘透過損益賬以公允值計量之債務證券之投資之公平值上升／下跌10%，而全部其他可變因素保持不變，則年內虧損（2021年：年內溢利）將減少／增加約1,460,000港元（2021年：增加／減少1,320,000港元）。

本集團於年末持有之投資並未於市場公開交易，管理層參考其管理人提供的資產淨值和相關住宅項目的現金流量折現以自身判斷力估算該投資之公允值。

管理層認為本集團於2022年及2021年3月31日所面臨之股價風險極低。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(i) Market risk (Continued)

(c) Cash flow and fair value interest rate risk

Other than deposits held in banks, the Group does not have significant interest-bearing assets. Fluctuation of market rates does not have a significant impact to the Group's performance.

The Group's exposure to changes in interest rates is mainly attributable to its borrowings which are at floating rates, and the directors are of the opinion that the Group has minimal exposure to cash flow interest-rate risk as at 31 March 2022 and 2021.

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk as the interest rate risk exposure is not significant.

(ii) Credit risk

Credit risk arises from cash and cash equivalents, contract assets, financial assets at FVPL, trade and retention receivables, deposits and other receivables. The Group's maximum exposure to credit risk is the carrying amounts of these financial assets.

The Group has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

(a) Credit risk of cash and cash equivalents

The Group's cash and cash equivalents were mainly deposited with high quality financial institutions. Therefore, the directors do not expect any losses arising from non-performance by these counterparties.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(i) 市場風險 (續)

(c) 現金流量及公允值利率風險

除存放於銀行的存款以外，本集團並無重大計息資產。市場利率的變動對本集團的表現無重大影響。

本集團面臨的利率變動風險主要來自其浮動利率的借款，及董事認為本集團於2022年及2021年3月31日的現金流量利率風險最小。

由於利率風險並不重大，本集團並未使用任何利率掉期對沖其利率風險。

(ii) 信貸風險

信貸風險自現金及現金等價物、合約資產、按公允價值計入損益的金融資產、貿易及保固金應收款、按金及其他應收款項產生。本集團面臨的最高信貸風險為該等金融資產的賬面值。

本集團設有信貸政策，並會持續監察該等信貸風險。

(a) 現金及現金等價物之信貸風險

本集團的現金及現金等價物主要存放於優質金融機構內。因此，董事預期不會因該等對手方不履約而產生任何虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(b) Credit risk of deposits and other receivables

Deposits and other receivables were mainly rental and fit-out deposits, refundable deposits placed to subcontractors and suppliers and other miscellaneous receivables. The credit quality of deposits and other receivables has been assessed with reference to historical information about the counterparties default rates and financial position of the counterparties. Given the track record of transaction with and repayment from these counter-parties in full, the directors are of the opinion that the risk of default by these counterparties is not significant and does not expect any losses from non-performance by the counterparties. Therefore, expected credit loss rate of the deposits and other receivables is assessed to be immaterial and no provision was made as at 31 March 2022 and 2021.

(c) Credit risk of contract assets and trade and retention receivables

The Group's largest customer accounted for approximately 11% of revenue and the second largest customer accounted for 7% of revenue (2021: 23% of revenue and the second largest customer accounted for 21% of revenue).

The Group's largest customer and second largest customer accounted for approximately 0.1% and Nil of the Group's trade and retention receivables outstanding as at 31 March 2022 respectively (2021: 34% and 1% respectively).

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected credit loss provision for all contract assets and trade and retention receivables.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(b) 按金及其他應收款項的信貸風險

按金及其他應收款項主要為租賃及裝潢按金、應付次承判商及供應商的退還按金以及其他應收雜項。按金及其他應收款項的信貸質素乃參考過往資料有關對手方違約率及對手方的財務狀況進行評估。鑒於該等對手方的交易及悉數償還之往績記錄，董事認為該等對手方之違約風險並不重大，並預期不會因對手方不履約而產生任何損失。因此，按金及其他應收款項的預期信貸虧損率並不重大，且於2022年及2021年3月31日並未作出撥備。

(c) 合約資產以及貿易及保固金應收款的信貸風險

本集團之最大客戶佔約11%收入，而第二大客戶佔約7%收入（2021年：第二大客戶分別佔23%和21%）。

於2022年3月31日，本集之最大客戶和第二大客戶分別佔約0.1%和0%貿易及保固金應收款（2021年：分別佔34%和1%）。

本集團採用簡化方法提供香港財務報告準則第9號所規定的預期信貸虧損，允許對所有合約資產以及貿易及保固金應收款採用整個存續期預期信貸虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(c) Credit risk of contract assets and trade and retention receivables (Continued)

To measure the expected credit losses, contract assets and trade and retention receivables have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

The expected loss rates are based on the payment profiles of sales over a period of 24 months before 1 April 2021 and 2020 and the corresponding historical credit losses experienced within this period.

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

Impairment losses on contract assets and trade and retention receivables are presented as impairment losses on financial assets in the consolidated statement of profit or loss and other comprehensive income. Subsequent recoveries of amounts previously written off are credited against the same line item.

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(c) 合約資產以及貿易及保固金應收款的信貸風險 (續)

為計量預期信貸虧損，合約資產以及貿易及保固金應收款已根據共有的信貸風險特徵及逾期天數分類。合約資產涉及未入賬在建工程，且與相同類型合約的貿易應收款項具有大致相同的風險特徵。因此，本集團認為，貿易應收款項的預期虧損率與合約資產虧損率合理地相若。

預期虧損率乃基於2021年及2020年4月1日之前24個月期間的銷售付款情況及本期間內所經歷的相應過往信貸虧損。

過往虧損率予以調整以反映影響客戶結算應收款項能力的有關宏觀經濟因素的當前及前瞻性資料。

合約資產以及貿易及保固金應收款的減值虧損於綜合損益及其他全面收益表中列作金融資產的減值虧損。先前已註銷金額的後續回收將記入同一行項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(c) Credit risk of contract assets and trade and retention receivables (Continued)

The loss allowance as at 31 March 2022 and 2021 was determined as follows:

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(c) 合約資產以及貿易及保固金應收款的信貸風險 (續)

於2022年及2021年3月31日的虧損撥備釐定如下：

		Trade and retention receivables 貿易及保固金應收款項						
		Contract assets	Current	More than 30 days past due 逾期 超過30天	More than 60 days past due 逾期 超過60天	More than 90 days past due 逾期 超過90天	More than 180 days past due 逾期 超過180天	Total 合計
		合約資產	即期	超過30天	超過60天	超過90天	超過180天	合計
		HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元	HKD'000 千港元
31 March 2022	2022年3月31日							
Residential Properties	住宅物業							
Gross carrying amount	總賬面值	-	-	-	-	-	3,582	3,582
Loss allowance	虧損撥備	-	-	-	-	-	3,582	3,582
Lifetime expected credit loss rate	存續期預期信貸虧損率	-	-	-	-	-	100%	
Commercial Properties	商用物業							
Gross carrying amount	總賬面值	84,188	17,290	7,729	12,680	6,863	1,471	46,033
Loss allowance	虧損撥備	607	125	120	525	427	163	1,360
Weighted average lifetime expected credit loss rate	存續期加權平均預期信貸虧損率	0.7%	0.7%	1.6%	4.1%	6.2%	11.1%	
31 March 2021	2021年3月31日							
Residential Properties	住宅物業							
Gross carrying amount	總賬面值	-	-	-	-	-	3,582	3,582
Loss allowance	虧損撥備	-	-	-	-	-	3,582	3,582
Lifetime expected credit loss rate	存續期預期信貸虧損率	-	-	-	-	-	100%	
Commercial Properties	商用物業							
Gross carrying amount	總賬面值	50,490	33,889	16,085	4,891	4,388	1,274	60,527
Loss allowance	虧損撥備	374	253	256	207	130	145	991
Weighted average lifetime expected credit loss rate	存續期加權平均預期信貸虧損率	0.7%	0.7%	1.6%	4.2%	3.0%	11.4%	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(c) Credit risk of contract assets and trade and retention receivables (Continued)

The movement of loss allowances for contract assets and trade receivables as at 31 March 2022 and 2021 are as follows:

		Contract assets 合約資產 HKD'000 千港元	Trade receivables 貿易應收款項 HKD'000 千港元
Loss allowance as at 1 April 2020	於2020年4月1日的 虧損撥備	1,018	4,987
Decrease in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備減少	<u>(644)</u>	<u>(414)</u>
Loss allowance as at 31 March 2021 and 1 April 2021	於2021年3月31日及 2021年4月1日的 虧損撥備	374	4,573
Increase in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備增加	<u>233</u>	<u>369</u>
Loss allowance as at 31 March 2022	於2022年3月31日的 虧損撥備	<u>607</u>	<u>4,942</u>

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Given that there was no default for retention receivables in the past, the directors considered the risk of default of retention receivables as at 31 March 2022 and 2021 is not significant. Therefore, expected credit loss rate of retention receivables and hence the loss allowance is assessed to be close to zero.

(d) Financial assets at FVPL

The Group exposed to credit risk in relation to debt investments that are measured at FVPL. As at 31 March 2022, the maximum exposure of the investment is the carrying amount of approximately HKD14,647,000 (2021: HKD13,200,000).

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(c) 合約資產以及貿易及保固金應收款的信貸風險 (續)

於2022年及2021年3月31日合約資產及貿易應收款的虧損撥備之變動如下：

		Contract assets 合約資產 HKD'000 千港元	Trade receivables 貿易應收款項 HKD'000 千港元
Loss allowance as at 1 April 2020	於2020年4月1日的 虧損撥備	1,018	4,987
Decrease in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備減少	<u>(644)</u>	<u>(414)</u>
Loss allowance as at 31 March 2021 and 1 April 2021	於2021年3月31日及 2021年4月1日的 虧損撥備	374	4,573
Increase in loss allowance recognised in profit or loss	於損益中確認的 虧損撥備增加	<u>233</u>	<u>369</u>
Loss allowance as at 31 March 2022	於2022年3月31日的 虧損撥備	<u>607</u>	<u>4,942</u>

貿易應收款項於並無合理預期可予收回時撇銷。並無合理預期可予收回之跡象包括(其中包括)債務人未能與本集團達成還款計劃。

鑒於過往應收保固金並未違約，董事認為於2022年及2021年3月31日的應收保固金的違約風險並不重大。因此，應收保固金及虧損撥備的預期信貸虧損率經評估乃近乎零。

(d) 按公允價值計入損益的金融資產

本集團承受與按公允價值計量且其變動計入當期損益的債務投資有關的信用風險。於2022年3月31日，投資的最大風險為賬面值約14,647,000港元(2021年：13,200,000港元)。

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綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(iii) Liquidity risk

Liquidity risk refers to the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial assets.

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are based on the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

		On demand or less than 1 years 按要求或 一年以下 HKD'000 千港元	From 1 year to 2 years 由一年 至兩年 HKD'000 千港元	From 2 years to 5 years 由二年 至五年 HKD'000 千港元	Over 5 years 五年以上 HKD'000 千港元	Total contractual cash flows 合約現金流 總額 HKD'000 千港元	Carrying amounts 賬面值 HKD'000 千港元
At 31 March 2022	於2022年3月31日						
Trade payables (Note 23)	貿易應付款 (附註23)	124,151	-	-	-	124,151	124,151
Accruals and other payables	應計及其他應付款	1,735	-	-	-	1,735	1,735
Lease liabilities (Note 14)	租賃負債 (附註14)	2,749	836	96	-	3,681	3,568
At 31 March 2021	於2021年3月31日						
Trade payables (Note 23)	貿易應付款 (附註23)	102,215	-	-	-	102,215	102,215
Accruals and other payables	應計及其他應付款	1,894	-	-	-	1,894	1,894
Lease liabilities (Note 14)	租賃負債 (附註14)	3,205	2,340	165	-	5,710	5,481

As at 31 March 2022, the Group's net current asset is HKD109,896,000 (31 March 2021: HKD117,808,000).

3. 財務風險管理 (續)

3.1 財務風險因素 (續)

(iii) 流動性風險

流動性風險指實體難以履行以交付現金或另一金融資產的形式清償金融負債的相關責任的風險。

審慎的流動性風險管理指維持足夠的現金及現金等價物。

下表為將本集團的金融負債分類至相關到期組別後基於報告日期至合同到期日的剩餘期間作出的分析。下表披露的金額乃基於合約未貼現現金流量。由於貼現影響並不重大，故十二個月內到期的結餘等於其賬面值。

於2022年3月31日，本集團的流動資產淨值為109,896,000港元（2021年3月31日：117,808,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to Shareholders, return capital to Shareholders, issue new shares or sell assets to reduce debt.

The operating cash inflows of the Group are sufficient for investing activities including acquisition of new businesses.

No gearing ratio is presented as the Group did not have outstanding debt as at 31 March 2022 and 2021.

3.3 Fair value estimation

The following financial instruments carried at fair value are categories based on the level of inputs to valuation techniques within a fair value hierarchy. The different levels have been defined as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2);
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3. 財務風險管理 (續)

3.2 資本管理

本集團的資本管理目標為保障其持續營運的能力，以為股東提供回報及為其他持份者提供利益以及維持最佳資本架構以減少資本成本。

為維持或調整資本架構，本集團可調整派付予股東的股息金額、向股東退還資本、發行新股或出售資產以減少債務。

本集團經營活動產生的現金流可足夠用於投資活動包括收購新業務。

由於本集團於2022年及2021年3月31日沒有任何未償還的負債，故未呈列資產負債比率。

3.3 公允值估計

以下根據公允值計量的金融工具進行分類，乃根據在公允值層級中輸入估值技巧的級別釐定。不同層級的定義如下：

- 相同資產或負債在活躍市場的報價（未經調整）（第一層）；
- 除了第一層所包括的報價外，該資產和負債的可觀察的其他輸入，可為直接（即例如價格）或間接（即源自價格）（第二層）；
- 資產或負債並非依據可觀察市場數據的輸入（即非可觀察輸入）（第三層）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.3 Fair value estimation (Continued)

The following table presents the Group's financial instruments that are measured at fair value at the end of the reporting period by level of the fair value measurement hierarchy.

	Level 1 第一層		Level 2 第二層		Level 3 第三層		Total 合計	
	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Unlisted debt investments (Note 16) 非上市債務投資 (附註16)	-	-	-	-	14,647	13,200	14,647	13,200

Disclosures of the financial assets that is measured at fair value is set out in Note 16 and are included in level 3 of the fair value hierarchy for the year ended 31 March 2022 and 2021.

There were no transfers of financial assets between level 1, level 2 and level 3 fair value hierarchy classifications for the year ended 31 March 2022.

The fair value of financial assets and financial liabilities measured at amortised cost approximate their carrying amounts.

There are no other financial instruments that were measured at fair value as at 31 March 2022 and 2021.

There were no changes in valuation techniques for the year ended 31 March 2022.

3. 財務風險管理 (續)

3.3 公允價值估計 (續)

下列表格代表本集團於報告期末以三層公平價值架構分類之以公允價值計量之財務工具。

有關公允價值計量的金融資產之披露載於附註16並於2022年及2021年3月31日均納入公允價值層級第三層級。

截至2022年3月31日止年度，第一層、第二層與第三層公允價值層級分類之間並無財務資產的轉撥。

按攤銷成本計量的金融資產和負債的公允價值乃與其賬面值相若。

於2022年及2021年3月31日，概無其他金融工具乃按公允價值計量。

截至2022年3月31日止年度，估值技巧概無變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3. FINANCIAL RISK MANAGEMENT

(Continued)

3.4 Offsetting financial assets and financial liabilities

The following table presents the recognised financial instruments that are offset as at 31 March 2022 and 2021.

2022
Financial assets
Deposits and other receivables

2022年
金融資產
按金及其他應收款

Financial liabilities
Trade payables

金融負債
貿易應付款

2021
Financial assets
Deposits and other receivables

2021年
金融資產
按金及其他應收款

Financial liabilities
Trade payables

金融負債
貿易應付款

Note:

As at 31 March 2021, an advance due from a subcontractor is offset against trade payables from the same subcontractor pursuant to the subcontracting agreement.

3. 財務風險管理 (續)

3.4 抵銷金融資產及金融負債

下表呈列於2022年及2021年3月31日已確認的抵銷金融工具。

	Gross amount	Gross amounts set off in the consolidated statement of financial position	Net amounts presented in the consolidated statement of financial position
	總額	於綜合財務狀況表內抵銷總額	於綜合財務狀況表呈列的淨額
	HKD'000	HKD'000	HKD'000
	千港元	千港元	千港元
	2,208	-	2,208
	124,151	-	124,151

	10,371	(3,650)	6,721
	105,865	(3,650)	102,215

附註：

於2021年3月31日，根據分判協議，次承判商預付款項將抵銷同一次承判商的貿易應付款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements, apart from these involving estimations (see below), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

(i) Estimated valuation of a financial asset at fair value through profit or loss

The Group holds a financial asset that is not traded or quoted in active markets. The Group uses its judgement to select the appropriate methods and make assumptions based on market conditions existing at the end of each reporting period to estimate the fair value of such financial instrument classified as level 3 in the fair value hierarchy. Valuation techniques include net asset values as provided by fund administrators and discounted cash flow approach which utilises inputs such as projected cash flow and discount rate of the underlying project/investment. Although best estimate is used in estimating fair values, there are inherent limitations in any valuation technique. Estimated fair values may differ from the values that would have been used if a readily available market existed.

4. 關鍵會計估計及判斷

估計及判斷會被持續評估，並基於過往經驗及其他因素（包括於有關情況下相信對未來事件的合理預期）。

4.1 關鍵會計估計及假設

本集團為未來作出估算及假設。所得之會計估計如其定義，很少與相關的實際結果相符。有關估計及假設將持續審閱。倘會計估計的修訂僅影響修訂估計的期間，修訂將僅於該期間確認，倘修訂同時影響現時及未來期間，則於修訂期間及未來期間確認。

除涉及估計（見下文）者外，以下關鍵判斷為董事在應用本集團會計政策過程中所作出並且對綜合財務報表內確認的金額構成最重要影響。

(i) 以公允價值計量且其變動計入損益的金融資產的估計價值

本集團持有未在活躍市場交易或報價的金融資產。本集團根據每個期末報告所存在的市場情況，運用其判斷選擇適當的方法並做出假設，以估計在公允價值層次中分類為第三級的金融工具的公允價值。估值方法包括基金管理人提供的資產淨值和現金流折現法，該法利用相關項目／投資的預計現金流量和貼現率等輸入數據。儘管在估計公允價值時使用了最佳估計，但任何估值技術都存在固有的局限性。如果存在現成的市場，估計的公允價值可能會不同於已使用的價值。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions *(Continued)*

(ii) Construction contracts

The Group reviews and revises the estimates of contract revenue, contract costs and variation orders prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by management on the basis of quotations from time to time provided by major subcontractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimates may have an impact on the profit recognised in each year.

(iii) Impairment losses on financial assets

The provision for contract assets and trade receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the customers' past payment history, the Group's historical default rates, existing market conditions as well as forward looking estimates at the end of each reporting period. Details of management's credit risk assessment are disclosed in Note 3.1(ii)(c).

4. 關鍵會計估計及判斷 *(續)*

4.1 關鍵會計估計及假設 *(續)*

(ii) 建築合約

本集團根據合約進度審閱及修訂就各建築合約估計合約收入、合約成本以及工程變更訂單。管理層根據主要次承判商、供應商或賣方不時提供的報價及管理層之經驗編製建築成本預算。為確保預算準確及最新，管理層通過將預算金額與實際產生金額進行比較，對合約預算進行定期審查。該等重大估計或會對於各年度的溢利產生影響。

(iii) 金融資產減值虧損

合約資產及貿易應收款之撥備乃根據有關違約風險及預期虧損率之假設釐定。本集團於作出該等假設及於選擇減值計算的輸入數據時，根據客戶過往的還款記錄、本集團之歷史違約率、現行市況及於各報告期末的前瞻性估計而作出判斷。管理層信貸風險評估之詳情於附註3.1(ii)(c)披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

4.1 Critical accounting estimates and assumptions *(Continued)*

(iv) Estimations in goodwill impairment assessment

The Group tests annually whether goodwill has suffered any impairment. For the purposes of impairment reviews, the recoverable amount of goodwill is determined based on the higher of fair value less costs of disposal or value in use calculations. The recoverable amount calculations primarily use cash flow forecast based on financial budgets and forecasts covering a period of five years approved by management and estimated terminal value at the end of the forecast period.

There are a number of assumptions and estimates involved in the preparation of cash flow forecast for the period covered by the approved budgets. Key assumptions include the growth rates and discount rates to reflect the risks involved. Management prepares the financial budgets and forecasts reflecting actual and prior year performance and market development expectations. Judgement is required to determine key assumptions adopted in the cash flow forecast and changes to key assumptions could affect these cash flow forecast and therefore the results of the impairment reviews.

4. 關鍵會計估計及判斷 *(續)*

4.1 關鍵會計估計及假設 *(續)*

(iv) 商譽減值評估的估計

本集團每年均為商譽進行減值測試，為檢討減值，商譽的可收回金額按公平值減出售成本或使用價值計算法（以較高者為準）釐定。可收回金額計算法主要採用以管理層所批准涵蓋五年期的財務預算及預測為依據的現金流量預測以及預測期終的估計最終價值。

編製獲批准預算所涵蓋期間內的現金流量預測涉及多項假設與估計。主要的假設包括增長率及貼現率以反映所涉及風險。管理層編製反映實際與過往年度表現及市場發展預期的財務預算及預測。於現金流量預測中採用的主要假設須作出判斷才能確定，主要假設的變化可能影響此等現金流量預測，並因而影響減值檢討的結果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION 5. 收入及分部資料

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Bare shell fit-out	毛坯房裝潢	172,096	249,810
Restacking	重裝	200,058	201,024
Reinstatement	還原	6,419	11,112
Design	設計	7,326	1,402
Churn works	零碎工程	25,696	16,522
Maintenance and others	保養及其他	1,527	1,416
		413,122	481,286

The Group's revenue mainly represents revenue from the provision of interior fit-out solutions for the year ended 31 March 2022 and 2021.

Revenue generated from bare shell fit-out, restacking and reinstatement services were recognised over time while revenue generated from churn works, design, maintenance and other services were recognised at a point in time for the year ended 31 March 2022 and 2021.

The executive directors have been identified as the chief operating decision makers ("CODM") of the Group who review the Group's internal reporting in order to assess performance and allocate resources. The Group focuses on provision of interior fit-out solutions in Hong Kong and the PRC for the year ended 31 March 2022 and 2021. Information reported to the CODM, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the directors regard the Group's business as a single operating segment and review consolidated financial statements accordingly. The Group primarily operates in Hong Kong and the PRC. Revenue generated from customers in the PRC is also related to the provision of interior fit-out solutions and the reported geographical segment information is presented below.

本集團截至2022年及2021年3月31日止年度的收入主要為提供室內裝潢解決方案所得的收入。

截至2022年及2021年3月31日止年度由毛坯房裝潢、重裝及還原服務而產生的收入乃隨時間而確認，而由零碎工程、設計、保養及其他服務而產生的收入乃根據某個時間點而確認。

執行董事已被確認為本集團的主要經營決策者（「主要經營決策者」），負責審閱本集團的內部報告，以評估表現及分配資源。截至2022年及2021年3月31日止年度，本集團專注於在香港及中國提供室內裝潢解決方案。由於董事將本集團的業務視為單一經營分部並相應審閱綜合財務報表，故就資源分配及表現評估而言，向主要經營決策者呈報的資料側重於本集團的整體經營業績。本集團主要於香港及中國經營業務。來自於中國客戶的收入亦與提供室內裝潢解決方案有關，及其呈報地理分部資料列示如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5. REVENUE AND SEGMENT INFORMATION *(Continued)*

Geographical information

The geographical location of customers is based on the location at which the service provided. The Group's operations and workforce are mainly located in Hong Kong and the PRC. The following table provides an analysis of the Group's revenue from external customers.

Hong Kong	香港
The PRC	中國

Information about major customers

Revenue from customers contributing over 10% of the Group's total revenue are set out below.

Customer A	客戶 A
Customer B	客戶 B
Customer C	客戶 C

Note: The corresponding revenue did not contribute over 10% of the Group's total revenue.

6. OTHER INCOME

Government subsidies	政府補貼
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The amount represents government grant in respect of the Distance Business Programme (2021: the Employment Support Scheme) received from the Government of the Hong Kong Special Administrative Region. There are no unfulfilled conditions or other contingencies attaching to the grant. The Group did not benefit directly from any other forms of government assistance.

5. 收入及分部資料 (續)

地理資料

客戶的地理位置乃基於提供服務的位置。本集團之經營及人力主要位於香港及中國。下表載列本集團來自外部客戶的收入分析。

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
389,377	468,866
23,745	12,420
413,122	481,286

主要客戶資料

來自佔本集團總收入超過10%的客戶的收入載列如下。

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
N/A (Note) 不適用 (附註)	110,028
N/A (Note) 不適用 (附註)	101,213
46,107	N/A (Note) 不適用 (附註)

附註: 相應收入不超過本集團總收入之10%。

6. 其他收入

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
49	3,725

該款項為根據香港特別行政區政府推出的遙距營商計劃(2021年:保就業計劃)所得的政府補貼。此補助並無未達成之條件或其他或有事項。本集團並無直接受益於任何其他形式的政府援助。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7. EXPENSES BY NATURE

The Group's profit for the year ended 31 March 2022 and 2021 are stated after charging the following cost of sales and administrative expenses:

7. 按性質劃分的開支

本集團截至2022年及2021年3月31日止年度的溢利經扣除以下銷售成本及行政開支後，載列如下：

		2022	2021
		2022年	2021年
		HKD'000	HKD'000
		千港元	千港元
Subcontracting charges	分包費用	356,205	414,495
Staff costs (Note 9)	員工成本 (附註9)	44,941	45,163
Cleaning expenses	清潔費用	3,106	8,979
Insurance expenses	保險開支	2,853	3,499
Short-term lease payments (Note 14)	短期租賃付款 (附註14)	248	13
Auditor's remuneration	核數師薪酬		
– Audit service	– 審核服務	1,363	1,346
– Non-audit service	– 非審核服務	–	112
Depreciation on right-of-use assets (Note 14)	使用權資產之折舊 (附註14)	3,139	3,140
Depreciation on property, plant and equipment (Note 13)	物業、廠房及設備之折舊 (附註13)	1,298	1,460
Amortisation of intangible assets (Note 15)	無形資產攤銷 (附註15)	–	175
Legal and professional fees	法律及專業費用	2,663	7,665
Other expenses	其他開支	4,901	6,943
		420,717	492,990
Total cost of sales and administrative expenses	銷售成本及行政開支總額	420,717	492,990
Representing:	其中：		
Cost of sales	銷售成本	390,385	455,439
Administrative expenses	行政開支	30,332	37,551
		420,717	492,990

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8. FINANCE COSTS – NET

Interest income from bank deposits	銀行存款利息收入
Interest expense on lease liabilities (Note 14)	租賃負債之利息開支 (附註14)

8. 財務成本－淨額

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
161	108
(199)	(223)
(38)	(115)

9. STAFF COSTS, INCLUDING DIRECTORS' EMOLUMENTS

Salaries, bonuses and allowances	薪金、花紅及津貼
Retirement benefits contributions	退休福利供款

9. 員工成本（包括董事酬金）

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
43,180	43,626
1,761	1,537
44,941	45,163

Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included four (2021: four) directors whose emoluments are reflected in Note 31(a). The emoluments paid and payable to the remaining one (2021: one) individuals during the year are as follows:

五名最高薪酬人士

年內在本集團內薪酬最高之5名人士包括4名（2021年：4名）董事，其薪酬在附註31(a)中反映。年內已付餘下1名（2021年：1名）人士之薪酬如下：

Basic salaries and bonuses	基本薪金及花紅
Retirement benefits contributions	退休福利供款

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
1,361	1,354
18	18
1,379	1,372

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9. STAFF COSTS, INCLUDING DIRECTORS' EMOLUMENTS (Continued)

Five highest paid individuals (Continued)

The emoluments fell within the following bands:

Emolument bands	酬金範圍
HKD1,000,001 to HKD1,500,000	1,000,001港元至 1,500,000港元

9. 員工成本（包括董事酬金）（續）

五名最高薪酬人士（續）

有關酬金介於以下範圍：

Number of individuals 人數

2022 2022年	2021 2021年
1	1

10. INCOME TAX EXPENSE/(CREDIT)

Current income tax	即期所得稅
– Hong Kong profits tax	– 香港利得稅
Under/(over)-provision for prior years	往年撥備不足／(超額撥備)
Deferred tax (Note 24)	遞延稅項 (附註24)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Pursuant to the two-tiered profits tax rates regime, the first HKD2 million of assessable profits of the qualifying group entity will be taxed at 8.25%, and assessable profits above HKD2 million will be taxed at 16.5%. The assessable profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

10. 所得稅開支／（抵免）

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
275	243
370	(999)
(232)	(637)
413	(1,393)

於2018年3月21日，香港立法會通過《2017年稅務（修訂）（第7號）條例草案》（「**條例草案**」），引入兩級利得稅稅率制度。條例草案於2018年3月28日簽署成為法律，並於翌日刊登憲報。根據兩級利得稅稅率制度，合資格集團實體的首2百萬港元應課稅溢利將按8.25%的稅率徵稅，而超過2百萬港元的應課稅溢利則按16.5%的稅率徵稅。不符合兩級利得稅稅率制度資格的集團實體之應課稅溢利將繼續沿用16.5%的統一稅率徵稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10. INCOME TAX EXPENSE/(CREDIT)

(Continued)

Accordingly, the Hong Kong profits tax of Sanbase Interior Contracting Limited is calculated at 8.25% (2021: 8.25%) on the first HKD2 million (2021: HKD2 million) of the estimated assessable profits and at the rate of 16.5% (2021: 16.5%) on the estimated assessable profits above HKD2 million (2021: HKD2 million) for the year.

Under the Law of the PRC on enterprise income tax (“EIT”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25% (2021: 25%).

No provision for income tax in other jurisdictions has been made as the Group had no assessable profit in other jurisdictions during the year.

The taxation on the Group’s (loss)/profit before income tax differs from the theoretical amount that would arise using the tax rates applicable to the respective companies of the Group as follows:

10. 所得稅開支／（抵免）（續）

故此，本年度誠和樂有限公司之香港利得稅乃按估計應課稅溢利的首2百萬港元（2021年：2百萬港元）以8.25%（2021年：8.25%）的稅率計算，超過2百萬港元（2021年：2百萬港元）的估計應課稅溢利按16.5%（2021年：16.5%）的稅率計算。

根據中國企業所得稅（「企業所得稅」）法及企業所得稅法實施條例，中國附屬公司之稅率為25%（2021年：25%）。

本集團於年內在其他司法權區並無取得應課稅溢利，故無就其他司法權區的所得稅作出撥備。

本集團就除稅前（虧損）／溢利的稅項，與本集團各公司採用的適用稅率計算的理論稅額有所不同，載列如下：

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Loss before income tax	除稅前虧損	<u>(6,833)</u>	<u>(953)</u>
Tax calculated at respective statutory tax rate	按個別的法定稅率計算的稅項	(1,295)	(322)
Different taxation rate in other country	其他國家不同稅率	(202)	(238)
Expenses not deductible for tax purposes	不可扣稅開支	-	73
Income not subject to income tax	無須課稅的收入	(15)	(1,648)
Recognition of other temporary difference	確認其他暫時性差異	(136)	188
Tax loss not recognised	未確認稅務虧損	1,701	1,583
Tax concession	稅務寬減	(10)	(30)
Under/(over)-provision in prior years	往年撥備不足／ （超額撥備）	<u>370</u>	<u>(999)</u>
Income tax expense/(credit)	所得稅開支／（抵免）	<u>413</u>	<u>(1,393)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

11. (LOSS)/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit attributable to owners of the Company by the weighted average number of ordinary shares in issue less the total number of shares held under share award scheme during the year ended 31 March 2022 and 2021.

(Loss)/profit attributable to owners of the Company (HKD'000)	本公司擁有人應佔 (虧損) / 溢利 (千港元)
Weighted average number of ordinary shares in issue less shares held under share award scheme (in thousand)	已發行普通股的加權平均數減股份獎勵計劃下所持股份 (千股)
Basic (loss)/earnings per ordinary share (HK cents)	每股普通股基本 (虧損) / 溢利 (港仙)

(b) Diluted

There were no outstanding share options as at 31 March 2022 and 2021 and have no potential dilutive ordinary share in issue. Accordingly, diluted (loss)/earnings per share is equal to basic (loss)/earnings per share.

12. DIVIDEND

The Board do not recommend the payment of a final dividend for the year ended 31 March 2022 and 2021.

11. 每股 (虧損) / 盈利

(a) 基本

每股基本 (虧損) / 盈利乃按截至2022年及2021年3月31日止年度本公司擁有人應佔 (虧損) / 溢利除以已發行普通股的加權平均數減股份獎勵計劃下所持股份總數計算。

2022 2022年	2021 2021年
(5,735)	397
197,977	197,977
(2.90)	0.20

(b) 攤薄

於2022年及2021年3月31日，概無尚未行使之購股權及並無已發行之潛在可攤薄普通股。因此，每股攤薄 (虧損) / 盈利與每股基本 (虧損) / 盈利相同。

12. 股息

董事會不建議就截至2022年及2021年3月31日止年度派付末期股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Furniture and equipment 傢俬及設備 HKD'000 千港元	Leasehold improvements 租賃裝修 HKD'000 千港元	Motor vehicle 車輛 HKD'000 千港元	Total 合計 HKD'000 千港元
Year ended 31 March 2021	截至2021年3月31日止年度				
Net book amount at 1 April	於4月1日的賬面淨值	552	1,296	346	2,194
Additions	添置	1,268	-	-	1,268
Acquisition of a subsidiary	收購附屬公司	164	-	-	164
Depreciation charge (Note 7)	折舊費用(附註7)	(738)	(603)	(119)	(1,460)
Exchange difference	匯兌差額	3	-	-	3
Write-off	撇銷	-	(259)	-	(259)
		<u>1,249</u>	<u>434</u>	<u>227</u>	<u>1,910</u>
Net book amount at 31 March	於3月31日的賬面淨值	1,249	434	227	1,910
At 31 March 2021	於2021年3月31日				
Cost	成本	2,996	2,463	475	5,934
Accumulated depreciation	累計折舊	(1,747)	(2,029)	(248)	(4,024)
		<u>1,249</u>	<u>434</u>	<u>227</u>	<u>1,910</u>
Net book amount	賬面淨值	1,249	434	227	1,910
Year ended 31 March 2022	截至2022年3月31日止年度				
Net book amount at 1 April	於4月1日的賬面淨值	1,249	434	227	1,910
Additions	添置	619	476	-	1,095
Depreciation charge (Note 7)	折舊費用(附註7)	(686)	(494)	(118)	(1,298)
		<u>1,182</u>	<u>416</u>	<u>109</u>	<u>1,707</u>
Net book amount at 31 March	於3月31日的賬面淨值	1,182	416	109	1,707
At 31 March 2022	於2022年3月31日				
Cost	成本	3,622	2,581	475	6,678
Accumulated depreciation	累計折舊	(2,440)	(2,165)	(366)	(4,971)
		<u>1,182</u>	<u>416</u>	<u>109</u>	<u>1,707</u>
Net book amount	賬面淨值	1,182	416	109	1,707

Depreciation expenses of approximately HKD1,298,000 (2021: HKD1,460,000) have been charged to "administrative expenses" for the year ended 31 March 2022.

於截至2022年3月31日止年度，約1,298,000港元(2021年：1,460,000港元)的折舊開支已計入「行政開支」。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. LEASE

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of finance position shows the following amounts relating to leases:

Right-of-use assets	使用權資產
Office premises	辦公室物業
Warehouse	倉庫
Office equipment	辦公室設備
Lease liabilities	租賃負債
Current	即期部分
Non-current	非即期部分

Additions to the right-of-use assets during the year ended 31 March 2022 amounted to approximately HKD1,818,000 (2021: HKD4,489,000).

14. 租賃

本附註提供有關本集團為承租人的租賃的資料。

(i) 於綜合財務狀況表確認的金額

綜合財務狀況表顯示以下與租賃有關的金額：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
2,854	4,739
61	153
401	348
3,316	5,240
2,659	3,030
909	2,451
3,568	5,481

截至2022年3月31日止年度添置的使用權資產約為1,818,000港元(2021年: 4,489,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. LEASE (Continued)

(ii) Amounts recognised in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to leases:

Depreciation charge of right-of-use assets

Office premises
Warehouse
Office equipment

使用權資產之折舊費用

辦公室物業
倉庫
辦公室設備

Interest expense
(included in finance cost)

Expense relating to short-term leases (included in administrative expenses)

利息開支（包括財務成本內）

短期租賃之開支
（包括行政開支內）

Note
附註

2022
2022年
HKD'000
千港元

2021
2021年
HKD'000
千港元

(2,915) (2,916)

(92) (92)

(132) (132)

7 (3,139) (3,140)

8 (199) (223)

7 (248) (13)

The total cash outflow for leases for the year ended 31 March 2022 amounted to approximately HKD3,567,000 (2021: HKD3,211,000).

截至2022年3月31日止年度的租賃現金流出總額約為3,567,000港元（2021年：3,211,000港元）。

14. 租賃（續）

(ii) 於綜合損益表確認的金額

綜合損益表顯示以下與租賃有關的金額：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

14. LEASE (Continued)

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices, warehouse and equipment. Lease contracts are typically made for fixed periods of one to five years, but some may have extension options as described in (iv) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

There were no variable lease payments for the leases entered into by the Group for the year ended 31 March 2022 and 2021.

Right-of-use assets and lease liabilities amounted to approximately HKD571,000 (2021: HKD1,020,000) and approximately HKD581,000 (2021: HKD1,065,000) (Note 32(b)) respectively were derecognised as a result of termination of leases during the year ended 31 March 2022 resulting in the recognition of a gain on termination of approximately HKD10,000 (2021: HKD45,000) (Note 32(a)) in the profit or loss.

(iv) Extension and termination options

Extension and termination options are included in a number of property and warehouse leases across the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The Group recognises right-of-use assets with extension and termination options that are exercisable only by the Group and not by the respective lessor only if the Group is highly likely to exercise the options.

14. 租賃 (續)

(iii) 本集團的租賃活動及其列賬方法

本集團租賃多個辦公室、倉庫及設備。租賃合約通常為1至5年的固定期限，惟部分擁有下文(iv)所述的延期選擇權。

租賃條款乃單獨協商達致，當中包含各種不同的條款及條件。

截至2022年及2021年3月31日止年度本集團概無簽訂可變租賃付款的租賃。

截至2022年3月31日止年度內，因租賃終止而終止確認的使用權資產和租賃負債的總額分別約為571,000港元(2021年：1,020,000港元)及約為581,000港元(2021年：1,065,000港元)(附註32(b))。所產生的終止租賃收益約為10,000港元(2021年：45,000港元)(附註32(a))，並已在損益確認。

(iv) 延期及終止選擇權

本集團的若干物業及倉庫租賃包含延期及終止選擇權。這些用於在管理集團運營中使用的資產方面盡量提升經營靈活性。僅當本集團極有可能行使期權時，本集團才確認具有延期和終止選擇權的使用權資產，這些選擇權只能由本集團而非各自的出租人行使。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. INTANGIBLE ASSETS

15. 無形資產

		Goodwill 商譽 HKD'000 千港元	Customer relationship and contracts 客戶關係及 合約 HKD'000 千港元	Money lender's licence 放債人牌照 HKD'000 千港元	Total 合計 HKD'000 千港元
Year ended 31 March 2021	截至2021年3月31日止年度				
Net book amount at 1 April	於4月1日的賬面淨值	9,544	175	–	9,719
Acquisition of a subsidiary	收購附屬公司	–	–	2,421	2,421
Amortisation charge (Note 7)	攤銷費用 (附註7)	–	(175)	–	(175)
Net book amount at 31 March	於3月31日的賬面淨值	9,544	–	2,421	11,965
At 31 March 2021	於2021年3月31日				
Cost	成本	9,544	2,870	2,421	14,835
Accumulated amortisation	累計攤銷	–	(2,870)	–	(2,870)
Net book amount	賬面淨值	9,544	–	2,421	11,965
Year ended 31 March 2022	截至2022年3月31日止年度				
Net book amount at 1 April 2021 and 31 March 2022	於2021年4月1日及 2022年3月31日的賬面淨值	9,544	–	2,421	11,965
At 31 March 2022	於2022年3月31日				
Cost	成本	9,544	2,870	2,421	14,835
Accumulated amortisation	累計攤銷	–	(2,870)	–	(2,870)
Net book amount	賬面淨值	9,544	–	2,421	11,965

No amortisation charge have been charged to “administrative expenses” for the year ended 31 March 2022 (2021: approximately HKD175,000).

截至2022年3月31日止年度，概無攤銷費用已計入「行政開支」（2021年：約175,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. INTANGIBLE ASSETS (Continued)

Notes:

(i) Impairment assessment for goodwill

The Group's goodwill of approximately HKD6,470,000 (2021: HKD6,470,000) and approximately HKD3,074,000 (2021: HKD3,074,000) were arisen from the acquisitions of Core Group and GZ Siwu in the prior years. The directors considers Core Group and GZ Siwu as two separate cash generating units ("CGUs") and allocates goodwill resulting from the said acquisitions accordingly.

Management reviews annually whether the carrying amount of a CGU is higher than the recoverable amount which results in impairment of goodwill. The recoverable amount of a CGU is determined based on value in use ("VIU") calculation. The calculation uses pre-tax cash flow projections based on financial budget approved by the directors covering a five-year period. Key assumptions used in the calculation includes pre-tax discount rates ranging from 19% to 22% (2021: 18% to 22%), revenue growth rates ranging from 3% to 5% (2021: 3% to 5%) and gross profit margin ranging from 15% to 22% (2021: 13% to 22%) for the five-year forecast period. Cash flows beyond the five-year period are extrapolated using the estimated growth rate of 3% (2021: 3%).

Management determined the revenue growth rate and gross profit margin based on past performance of the CGUs and their expectations for the market development. The discount rates applied by the Group are rates that reflect current market assessment of the time value of money and risk specific to each CGU.

As a result of the impairment review, the recoverable amounts of the CGU in which goodwill has been allocated are higher than their carrying amounts as at 31 March 2022 and 2021. As a result, no impairment loss was charged during the years ended 31 March 2022 and 2021.

Since the carrying amounts of the Group's CGUs are not sensitive to the changes in assumption, no sensitivity analysis is disclosed.

15. 無形資產 (續)

附註:

(i) 商譽之減值評估

本集團之商譽約6,470,000港元(2021年: 6,470,000港元)及約3,074,000港元(2021年: 3,074,000港元)分別產生自以往年度內收購Core Group及廣州斯五。董事將Core Group及GZ Siwu視為兩個單獨的現金產生單位(「現金產生單位」)並據此分配自上述收購產生之商譽。

管理層每年檢討現金產生單位賬面值是否高於可收回金額以致產生商譽減值。現金產生單位的可收回金額按使用價值(「使用價值」)釐定。稅前現金流預測的計算方法是按董事批准的涵蓋五年期間的財政預算而釐定。計算所採用的關鍵假設包括五年預測期介乎19%至22%(2021年: 18%至22%)的稅前貼現率、介乎3%至5%的收入增長率(2021年: 3%至5%)及介乎15%至22%的毛利率(2021年: 13%至22%)。超逾五年期之現金流量則採用3%(2021年: 3%)的估計增長率推算。

管理層據現金產生單位之過往表現及市場發展預期釐定收入增長率及毛利率。本集團應用之貼現率乃反映現時市場對金錢時間價值及該現金產生單位特定風險的評估。

在減值評估後發現，於2022年及2021年3月31日，商譽已分配的兩個現金產生單位的可收回金額高於其賬面值。因此截至2022年及2021年3月31日止年度並無商譽減值。

由於本集團現金產生單位之賬面值並不會對假設之變動作出敏感反應，故並無披露敏感度分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15. INTANGIBLE ASSETS (Continued)

Notes: (Continued)

(ii) Impairment assessment for money lender's license

Management reviews annually whether the carrying amount of the money lender's license is higher than the recoverable amount which results in impairment. The recoverable amount of the money lender license is determined at the higher of its value in use and fair value less costs of disposal.

To best of the knowledge of the directors and with the assistance of external valuer, the fair value less costs of sales of the money lender's license determined by market approach is higher than its carrying amount as at 31 March 2022 and 2021.

Accordingly, no impairment loss was charged during the year ended 31 March 2022 and 2021.

15. 無形資產 (續)

附註：(續)

(ii) 放債人牌照之減值評估

管理層每年檢討放債人牌照的賬面值是否高於可收回金額以致產生減值。放債人牌照的可收回金額按其使用價值與公平值減出售成本兩者中的較高者釐定。

據董事所知，並在外部估值師的協助下，按市場法釐定的放債人牌照的公平值減銷售成本高於其於2022年及2021年3月31日的賬面值。

因此，截至2022年及2021年3月31日止年度並無計提減值虧損。

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group classifies the debt investments that do not qualify for measurement at either amortised cost or FVOCI, at FVPL. Financial assets measured at FVPL include the following:

16. 按公允值計量且其變動計入損益的金融資產

本集團將不符合按攤銷成本或按公允值計量且其變動計入其他全面收益按公允值計量且其變動計入損益的債務投資進行分類。按公允值計量且其變動計入損益的金融資產包括以下各項：

Non-current assets

Unlisted debt investments

非流動資產

非上市債務投資

At 1 April
Fair value changes
Exchange difference

於4月1日
公允值變動
匯兌差額

At 31 March

於3月31日

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
14,647	13,200
13,200	7,094
1,353	6,083
94	23
14,647	13,200

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

As at 31 March 2022, the Group's unlisted debt investment represented debt instrument in an unlisted fund with limited liability incorporated in Cayman Islands which holds an underlying residential project (the "Project") located in Cambodia (the "Cambodia Fund").

The Project accounted for substantially all of the Cambodia Fund's net assets and was carried at fair value as at 31 March 2022 and 2021, accordingly, in the opinion of the directors, the net asset value of the Cambodia Fund approximated its fair value.

The Group's investment in the Cambodia Fund was measured at fair value with reference to the net asset value of the Cambodia Fund provided by its administrators and discounted cash flow of the Project. Key assumptions used in the valuation of the Project of the Cambodia Fund are as follows:

		2022 2022年	2021 2021年
Adopted unit rate	採用的單位費率	US\$3,500/square meter 3,500美元／平方米	US\$2,815-US\$3,500/ square meter 2,815美元至 3,500美元／平方米
Adopted unit rent	採用的單位租金	US\$30/square meter 30美元／平方米	US\$30/square meter 30美元／平方米
Adopted agency fees and commission	採用的代理費和佣金	8% - 14%	8% - 14%
Pre-tax discount rate	稅前貼現率	10%	10%

The Cambodia Fund was denominated in US\$.

柬埔寨基金以美元計值。

16. 按公允價值計量且其變動計入損益的金融資產 (續)

於2022年3月31日，本集團的非上市債務投資代表於開曼群島註冊成立的非上市有限責任公司持有位於柬埔寨的相關住宅項目（「項目」）的債務工具（「柬埔寨基金」）。

該項目佔柬埔寨基金的大部分淨資產，並按2022年及2021年3月31日的公允價值列賬，因此，董事認為，柬埔寨基金的資產淨值與其公允價值相近。

本集團於柬埔寨基金的投資的公允價值計量是參考其管理人提供的資產淨值及項目的貼現現金流。用於評估柬埔寨基金項目的主要假設如下：

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綜合財務報表附註

17. FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

17. 按類別劃分的金融工具

本集團持有以下金融工具：

		2022	2021
		2022年	2021年
		HKD'000	HKD'000
		千港元	千港元
Assets as per consolidated statement of financial position	綜合財務狀況表所示資產		
Financial assets at amortised cost	按攤銷成本計量的金融資產		
– Trade and retention receivables (Note 18)	– 貿易及保固金應收款 (附註18)	44,673	59,536
– Deposits and other receivables (Note 20)	– 按金及其他應收款 (附註20)	2,208	6,721
– Cash and cash equivalents (Note 21)	– 現金及現金等價物 (附註21)	119,776	112,488
		166,657	178,745
Financial assets at FVPL (Note 16)	按公允值計量且其變動計入損益的金融資產 (附註16)	14,647	13,200
Total	合計	181,304	191,945
Liabilities as per consolidated statement of financial position	綜合財務狀況表所示負債		
Financial liabilities measured at amortised costs:	按攤銷成本計量的金融負債：		
– Trade payables (Note 23)	– 貿易應付款 (附註23)	124,151	102,215
– Accruals and other payables	– 應計及其他應付款	1,735	1,894
– Lease liabilities (Note 14)	– 租賃負債 (附註14)	3,568	5,481
Total	合計	129,454	109,590

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綜合財務報表附註

18. TRADE AND RETENTION RECEIVABLES 18. 貿易及保固金應收款

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Trade receivables	貿易應收款	(a)	48,136	61,256
Retention receivables	保固金應收款	(c)	1,479	2,853
			49,615	64,109
Less: provision for impairment of trade and retention receivables (Note: 3.1(ii)(c))	減：貿易及保固金應收款 減值撥備 (附註：3.1(ii)(c))		(4,942)	(4,573)
Trade and retention receivables – net	貿易及保固金應收款－淨額		44,673	59,536

Trade and retention receivables balances are categorised as “financial assets measured at amortised cost”. The maximum exposure to credit risk as at 31 March 2022 and 2021 was the carrying value of each class of receivables mentioned above. The Group did not hold any collateral as security. The carrying amounts of trade and retention receivables approximate their fair values. The trade and retention receivables were mainly denominated in HKD and RMB.

貿易及保固金應收款餘額被分類為「按攤銷成本計量的金融資產」。於2022年及2021年3月31日，上述各類應收款的最大信貸風險為其賬面值。本集團並無持有任何擔保品作為抵押。貿易及保固金應收款之賬面值乃與其公允值相若。貿易及保固金應收款主要以港元及人民幣計值。

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綜合財務報表附註

18. TRADE AND RETENTION RECEIVABLES

(Continued)

- (a) The credit terms granted to its customers were generally 30 days from the invoice date except for the amount relating to retention money which is payable after 1 year from the date of completion of the works. As at 31 March 2022 and 2021, the ageing analysis of the trade receivables based on the invoice date is as follows:

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

(b) Impairment assessment on financial assets subject to expected credit loss model

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9. The basis of determining the inputs and assumptions and the estimation techniques in this consolidated financial statements for the year ended 31 March 2022 and 2021 are set out in Note 3.1(ii)(c). Details of impairment assessment on financial assets subject to expected credit loss model are set out as below.

During the year, the Group provided approximately HKD369,000 and approximately HKD233,000 (2021: reversed approximately HKD414,000 and approximately HKD644,000) impairment allowance to trade and retention receivables and contract assets respectively, were classified as “financial assets measured at amortised cost”.

18. 貿易及保固金應收款 (續)

- (a) 本集團授予其客戶的信貸期一般為自發票日期起計30日，不包括工程完成日期後1年之應付保固金款項。於2022年及2021年3月31日，按發票日期呈列的貿易應收款之賬齡分析如下：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
15,278	32,144
1,890	16,085
7,729	4,591
19,383	3,849
<u>3,856</u>	<u>4,587</u>
48,136	61,256

(b) 根據預期信貸虧損模式對金融資產進行資產減值評估

本集團採用簡化方法提供香港財務報告準則第9號所規定的預期信貸虧損。截至2022年及2021年3月31日止年度的綜合財務報表中的釐定輸入數據以及假設及估計方法的基準載於附註3.1(ii)(c)。預期信貸虧損模式下的金融資產減值評估之詳情載列如下。

年內，本集團對分類為按攤銷成本計量的金融資產之貿易及保固金應收款及合約資產減值撥備分別約369,000港元及約233,000港元（2021年：撥回約414,000港元及約644,000港元）。

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綜合財務報表附註

18. TRADE AND RETENTION RECEIVABLES

(Continued)

(c) As at 31 March 2022 and 2021, the ageing analysis of the retention receivables based on the invoice date was as follows:

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

Movement on the Group's provision for impairment of trade and retention receivables are detailed in Note 3.1(ii)(c).

(d) As at 31 March 2022 and 2021, the carrying amounts of gross trade and retention receivables approximate their fair value and were denominated in the following currencies.

HKD	港元
RMB	人民幣

18. 貿易及保固金應收款 (續)

(c) 於2022年及2021年3月31日，按發票日期呈列的保固金應收款之賬齡分析如下：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
–	1,745
123	–
–	301
–	540
<u>1,356</u>	<u>267</u>
<u>1,479</u>	<u>2,853</u>

本集團就貿易及保固金應收款作出減值撥備的變動詳載於附註3.1(ii)(c)。

(d) 截至2022年及2021年3月31日，貿易及保固金應收款總額賬面值與其公平值相若，並以下列貨幣計值。

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
48,206	63,453
<u>1,409</u>	<u>656</u>
<u>49,615</u>	<u>64,109</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19. CONTRACT ASSETS AND LIABILITIES

19. 合約資產及負債

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Contract assets (Note (i))	合約資產 (附註(i))	84,188	50,490
Less: provision for impairment loss (Note 3.1(ii)(c))	減：減值虧損撥備 (附註3.1(ii)(c))	(607)	(374)
		83,581	50,116
Contract liabilities (Note (iii))	合約負債 (附註(iii))	(15,002)	(6,246)

Notes:

(i) As at 31 March 2022 and 2021, contract assets related to construction services consist of unbilled amount resulting from construction when the cost-to-cost method of revenue recognised exceeds the amount billed to the customer.

(ii) As at 31 March 2022 and 2021, contract liabilities recognised represented the progress billings received in excess of construction works performed and the advance payment made by customers.

(iii) Revenue recognised in relation to contract liabilities

Revenue recognised that was included in the contract liability balance at the beginning of the year amounted to approximately HKD6,246,000 (2021: HKD5,656,000). There was no revenue recognised from performance obligations satisfied in previous years during the year ended 31 March 2022 and 2021.

(iv) Unsatisfied contracts as at 31 March 2022

Aggregate amount of the transaction price allocated to service contracts that are partially or fully unsatisfied as at 31 March 2022 amounted to approximately HKD175,222,000 (2021: HKD222,421,000).

附註：

(i) 於2022年及2021年3月31日，與建築服務有關的合約資產包含因建造時以成本法而確認的收入超過向客戶收取的金額而產生的未開具發票金額。

(ii) 於2022年及2021年3月31日，已確認的合約負債乃指已收進度發票超過已完成之建築工程及客戶預付款。

(iii) 與合約負債有關的已確認收入

於年初計入合約負債餘額的已確認收入約為6,246,000港元(2021年：5,656,000港元)。於截至2022年及2021年3月31日止年度內，概無因過往年度已履行履約義務而確認收入。

(iv) 於2022年3月31日未履行合約

於2022年3月31日，分配至服務合約部份或全部未履行的交易價格總額約為175,222,000港元(2021年：222,421,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20. DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

20. 按金、其他應收及預付款

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Deposits	按金	1,774	3,515
Advance to a subcontractor	向次承判商墊款	-	723
Other receivables	其他應收款	434	2,483
Financial assets (Note 17)	金融資產(附註17)	2,208	6,721
Prepayment	預付款	1,288	1,160
		3,496	7,881
Less: non-current portion of deposits and prepayments	減：按金及預付款的非即期部分	(338)	(607)
Current portion	即期部分	3,158	7,274

Except for prepayment of HKD1,288,000 (31 March 2021: HKD1,160,000), deposits and other receivables are financial assets categorised as those to be measured at amortised costs. The fair values of the Group's deposits, other receivables and prepayments approximate their carrying amounts.

除預付款項1,288,000港元(2021年3月31日：1,160,000港元)外，按金及其他應收款均分類為按攤銷成本計量的金融資產。本集團之按金、其他應收款及預付款的公允值乃與其賬面值相若。

The deposits, other receivables and prepayments were denominated in the following currencies:

按金、其他應收及預付款乃按以下貨幣計值：

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
HKD	港元	3,170	6,098
RMB	人民幣	326	1,783
Total	合計	3,496	7,881

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21. CASH AND CASH EQUIVALENTS

21. 現金及現金等價物

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Cash at bank and on hand	銀行結餘及手頭現金		
– Cash at bank	– 銀行結餘	119,618	112,314
– Cash on hand	– 手頭現金	158	174
		<u>119,776</u>	<u>112,488</u>
Maximum exposure to credit risk	最高信貸風險	<u>119,618</u>	<u>112,314</u>

Cash and bank balances are denominated in the following currencies:

現金及銀行結餘按以下貨幣計值：

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
HKD	港元	109,819	106,273
RMB	人民幣	7,238	4,778
Others	其他	2,719	1,437
Total	合計	<u>119,776</u>	<u>112,488</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22. SHARE CAPITAL AND SHARES HELD UNDER SHARE AWARD SCHEME

(a) Share capital

Authorised shares capital: At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022	法定股本： 於2020年4月1日、2021年3月31日、 2021年4月1日及2022年3月31日
Issued and fully paid: At 1 April 2020, 31 March 2021, 1 April 2021 and 31 March 2022	已發行及繳足： 於2020年4月1日、2021年3月31日、 2021年4月1日及2022年3月31日

(b) Share award scheme

On 16 October 2018, the Board approved the adoption of a share award scheme (the “**Share Award Scheme**”) with the objective to provide eligible persons with additional incentive to encourage and retain them to work with the company. Core Trust Company Limited (the “**Trustee**”) was designated to be the trustee under the deed of trust executed on 19 November 2018.

22. 股本及股份獎勵計劃下所持股份

(a) 股本

Number of ordinary shares 普通股數目 (in thousand) (千股)	Amount 面值 HKD'000 千港元
5,000,000	39,000
200,000	1,553

(b) 股份獎勵計劃

於2018年10月16日，董事會已批准採納股份獎勵計劃（「**股份獎勵計劃**」），旨在嘉許合資格人士並向彼等提供額外獎勵，以鼓勵及挽留彼等於公司工作。匯聚信託有限公司（「**受託人**」）根據2018年11月19日簽立的信託契據被指定為受託人。

22. SHARE CAPITAL AND SHARES HELD UNDER SHARE AWARD SCHEME

(Continued)

(b) Share award scheme *(Continued)*

Pursuant to the rules relating to the Share Award Scheme (“**Scheme Rules**”), shares are comprised of the Trustee out of cash arranged to be paid by the Company out of the Company’s funds to the Trustee and be held on trust for the relevant eligible grantees until such shares are vested with the relevant eligible grantees in accordance with the Scheme Rules (“**Restricted Shares**”). The Board implements the Share Award Scheme in accordance with the terms of the Scheme Rules including providing necessary funds to the Trustee to purchase or subscribe for shares up to 8% of the issued share capital of the Company from time to time.

Pursuant to the Scheme Rules, the Board may, from time to time, at their absolute discretion select the eligible grantees after taking into account various factors as they deem appropriate for participation in the Share Award Scheme as a grantee and determines the number of Shares to be awarded. The Board shall cause to pay the Trustee the purchase price and the related expenses from the Company’s resources for the shares to be purchased by the Trustee.

22. 股本及股份獎勵計劃下所持股份 (續)

(b) 股份獎勵計劃 (續)

根據股份獎勵計劃的規則(「**計劃規則**」), 股份包括本公司安排從其資金中撥款以現金支付受託人購買的股份, 及直至股份歸屬予有關合資格承授人前根據計劃規則為有關合資格承授人以信託持有的該等股份(「**受限制股份**」)。董事會根據計劃規則的條款實行股份獎勵計劃, 包括向受託人提供所需資金, 以購買或認購最多佔本公司不時已發行股本8%之股份。

根據計劃規則, 董事會可不時按其絕對酌情權及彼等認為適用參與股份獎勵計劃的不同因素挑選合資格承授人, 並釐定將授出之股份數目。董事會須就受託人即將購入之股份, 以公司之資源向受託人支付購入價及相關費用。

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22. SHARE CAPITAL AND SHARES HELD UNDER SHARE AWARD SCHEME

(Continued)

(b) Share award scheme (Continued)

The Trustee shall hold such Shares on trust for the eligible grantees until they are vested. When the relevant eligible grantee has satisfied all vesting conditions specified by the Board at the time of making the award and become entitled to the Restricted Shares, the Trustee shall transfer the relevant Shares to that grantee.

During the years ended 31 March 2022 and 2021, no shares have been awarded to employees.

22. 股本及股份獎勵計劃下所持股份 (續)

(b) 股份獎勵計劃 (續)

受託人將以信託方式代合資格承授人持有相關股份，直至彼等獲歸屬。待相關合資格承授人達成董事會於作出獎勵時所特定之一切歸屬條件，將有權獲得限制性股份，受託人將轉讓該有關股份予承授人。

於截至2022年及2021年3月31日止年度，概無向僱員授出股份。

		2022 2022年 Shares 股份	2021 2021年 Shares 股份	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Shares held under share award schemes	股份獎勵計劃下所持股份	2,056,000	2,056,000	2,998	2,998

23. TRADE AND OTHER PAYABLES

Trade payables
Accruals and other payables

貿易應付款
應計及其他應付款

23. 貿易及其他應付款

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
124,151	102,215
2,172	2,262
126,323	104,477

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綜合財務報表附註

23. TRADE AND OTHER PAYABLES (Continued)

As at 31 March 2022 and 2021, the aging analysis of the trade payables based on invoice date was as follows:

Within 30 days	30日內
31 to 60 days	31至60日
61 to 90 days	61至90日
91 to 180 days	91至180日
Over 180 days	180日以上

As at 31 March 2022 and 2021, the carrying amounts of trade and other payables approximate their fair values and were denominated in the following currencies.

HKD	港元
RMB	人民幣

23. 貿易及其他應付款 (續)

於2022年及2021年3月31日，按發票日期呈列的貿易應付款之賬齡分析如下：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
104,833	78,899
2,305	3,159
7,548	6,660
3,417	3,931
6,048	9,566
124,151	102,215

於2022年及2021年3月31日，貿易及其他應付款的賬面值乃與其公允值相若並按以下貨幣計值：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
121,702	96,209
4,621	8,268
126,323	104,477

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24. DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using the tax rate enacted or substantively enacted by the reporting date.

Deferred income tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes related to the same fiscal authority.

24. 遞延所得稅

遞延所得稅乃採用負債法就暫時性差額按財務狀況表的報表日已頒佈或實際頒佈之稅率計算。

遞延所得稅資產及負債只可在即期稅項資產及即期稅項負債有合法權利互相抵銷及遞延所得稅與同一財務機關相關的情況下，方可互相抵銷。

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Deferred tax assets	遞延稅項資產	<u>1,189</u>	<u>926</u>

The net movements in the deferred income tax account are as follows:

遞延所得稅款項之淨變動如下：

		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
At 1 April	於4月1日	926	265
Credited to profit or loss for the year (Note 10)	年內於損益賬扣除 (附註10)	232	637
Exchange difference	匯兌差額	<u>31</u>	<u>24</u>
At 31 March	於3月31日	<u>1,189</u>	<u>926</u>

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24. DEFERRED INCOME TAX (Continued)

The movements in deferred income tax assets and liabilities (prior to offsetting of balance within the same tax jurisdiction) during the year are as follows:

Deferred income tax assets:

		Accelerated tax depreciation and amortisation		Provisions		Tax losses		Total	
		加速稅項折舊及攤銷		撥備		稅損		合計	
		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
At 1 April	於4月1日	-	-	213	378	789	-	1,002	378
Credited to profit or loss for the year (Note 10)	年內於損益賬扣除 (附註10)	24	-	132	(165)	-	765	156	600
Exchange difference	匯兌差額	-	-	-	-	31	24	31	24
At 31 March	於3月31日	24	-	345	213	820	789	1,189	1,002

Deferred income tax assets are recognised for deductible temporary differences to the extent that the realisation of the related tax benefit through future taxable profits is probable.

As at 31 March 2022, the Group did not recognise deferred income tax assets of approximately HKD5,492,000 (2021: HKD3,791,000) in respect of losses HKD31,767,000 (2021: HKD22,976,000) that can be carried forward indefinitely. Total unrecognised tax losses of HKD28,982,000 (2021: HKD22,976,000) can be carried forward indefinitely; while cumulative tax losses of HKD2,785,000 (2021: Nil) will expire in 2027.

Deferred income tax liabilities:

		Accelerated tax depreciation and amortisation		Intangible assets		Total	
		加速稅項折舊及攤銷		無形資產		合計	
		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
At 1 April	於4月1日	(76)	(84)	-	(29)	(76)	(113)
Charged to profit or loss for the year (Note 10)	年內於損益賬列支 (附註10)	76	8	-	29	76	37
At 31 March	於3月31日	-	(76)	-	-	-	(76)

24. 遞延所得稅 (續)

遞延所得稅資產及負債 (抵銷同一司法權區之稅項結餘前) 於年內之變動如下:

遞延所得稅資產:

倘有可能透過未來應課稅溢利變現有有關稅項優惠，則就可扣減暫時性差額確認遞延所得稅資產。

於2022年3月31日，本集團並未就可無限期結轉的虧損31,767,000港元 (2021年: 22,976,000港元) 確認遞延所得稅資產約5,492,000港元 (2021年: 3,791,000港元)。未確認稅項虧損總額28,982,000港元 (2021年: 22,976,000港元) 可無限期結轉；而累計稅項虧損2,785,000港元 (2021年: 無) 將於2027年屆滿。

遞延所得稅負債:

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24. DEFERRED INCOME TAX (Continued)

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. A lower withholding tax rate of 5% is applied to Hong Kong investors as there is a tax treaty between the PRC and Hong Kong. However, the 5% treaty rate is not automatically granted. The taxpayer needs to apply to the relevant tax bureau for an approval for the treaty rate. The Group is therefore liable for withholding taxes on dividends distributed by the subsidiary established in the PRC. As at 31 March 2022, deferred income tax liabilities of approximately HKD191,000 (2021: HKD540,000) has not been recognised for the withholding tax that would be payable on the remittance of earnings of the PRC subsidiary. The related unremitted earnings amounted to approximately HKD1,911,000 as at 31 March 2022 (2021: HKD5,403,000), and the Group does not intend to remit these unremitted earnings from the relevant subsidiary to the Company in the foreseeable future.

25. RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control, jointly control or exert significant influence over the other party in holding power over the investee; exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect the amount of the investor's returns. Parties are also considered to be related if they are subject to common control or joint control. Related parties may be individuals or other entities.

The following is a summary of the significant transactions carried out between the Group and its related parties in the ordinary course of business during the year ended 31 March 2022 and 2021.

Compensation of key management

Key management includes executives of the Group. The compensation paid or payable to key management for employee services is shown below:

Salaries, bonuses and allowances	薪金、花紅及津貼
Retirement benefits contributions	退休福利供款

24. 遞延所得稅 (續)

根據中國企業所得稅法，於中國成立的外資企業向外國投資者宣派的股息須繳納10%預扣稅。基於中國及香港有特別稅務協定，故中國企業向香港投資企業分派股息，可享有較優惠的稅率5%徵收。但該5%協定稅率並非自動獲得，納稅人需向有關主管稅局申請批准享有稅務協定。因此，本集團須就於中國成立的附屬公司分派的股息繳納預扣稅。於2022年3月31日，本集團並未就中國附屬公司匯出盈利須支付的預扣稅確認約191,000港元（2021年：540,000港元）的遞延所得稅負債。於2022年3月31日，相關未匯出盈利約為1,911,000港元（2021年：5,403,000港元），本集團不擬於可見未來將該等來自相關附屬公司的未匯出盈利匯出至本公司。

25. 關聯方交易

關聯方指有能力控制、聯合控制對被投資方有控股權的另一方或可對其產生重大影響力的人士；須承擔或享有自其參與被投資方所得的可變回報的風險或權利的人士；及可利用其對被投資方的權力影響投資者回報金額的人士。受共同控制或聯合控制的人士亦被視為有關聯。關聯方可為個人或其他實體。

下文概述本集團與其關聯方截至2022年及2021年3月31日止年度在日常業務過程中進行的重大交易。

主要管理人員薪酬

主要管理人員包括本集團行政人員。就僱員服務已付或應付主要管理人員的薪酬如下所示：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
9,862	9,440
187	72
10,049	9,512

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26. CONTINGENT LIABILITIES

The Group had the following contingent liabilities not provided:

Surety bonds 履約保證

As at 31 March 2022, the Group provided guarantees of surety bonds in respect of 3 (31 March 2021: 5) construction contract(s) of the Group in its ordinary course of business. The surety bonds are expected to be released in accordance with the terms of the respective construction contracts.

27. SHARE OPTION SCHEME

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

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

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

26. 或有負債

本集團未作出撥備的或有負債如下：

2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
4,033	16,242

於2022年3月31日，本集團已就本集團日常業務過程中的3份（2021年3月31日：5份）建築合約提供履約保證擔保。該等履約保證預計將根據各建築合約的條款解除。

27. 購股權計劃

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

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

根據購股權計劃將予授出的所有購股權獲行使而可發行的股份總數為20,000,000股，佔於本年報日期本公司全部已發行股本約10%。

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27. SHARE OPTION SCHEME (Continued)

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

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

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

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

A summary of the terms of the Share Option Scheme has been set out in the section headed “E. Share Option Scheme” in Appendix IV of the Prospectus.

No share options have been granted under the Share Option Scheme since its adoption and up to the date of this annual report.

27. 購股權計劃 (續)

於任何12個月期間，根據購股權計劃行使授予或將授予合資格人士的購股權（包括已行使、已註銷及未行使的購股權）而發行及將予發行的股份總數不得超過已發行股份的1%。

根據購股權計劃授出購股權的要約在承授人支付1港元代價後被接納。

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

購股權計劃下購股權的行使價由董事會釐定，但不得低於以下最高者 (i) 股份於授出日期（必須為營業日）在聯交所每日報價表所示的股份收市價；(ii) 於緊接授出日期前五個營業日在聯交所每日報價表所示的股份平均收市價；及 (iii) 股份面值。

購股權計劃之條款概要載於招股書附錄四「E. 購股權計劃」一節。

自購股權計劃被採納起至本年報日期，概無根據購股權計劃授出任何購股權。

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28. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Below table lists the principal subsidiaries of the Group which, in the opinion of the directors, principally affect the results and net assets of the Group. To give full details of subsidiaries would, in the opinion of the directors, result in particulars of excessive length. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group.

Name of subsidiaries 附屬公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及法律實體類別	Issued and fully paid share capital/registered and paid-up capital 已發行及繳足股本/ 註冊及繳足股本	Ownership interest held by the Group 本集團持有的擁有權權益		Principal activities 主要活動
			2022 2022年	2021 2021年	
Indirectly held subsidiaries 間接持有附屬公司					
Sanbase Contracting (Engineering) Limited	Hong Kong, limited liability 香港·有限公司	HKD10,000 10,000港元	100%	100%	Interior fit-out solutions provider 提供室內裝潢解決方案
Sanbase Interior Contracting Limited 誠和樂有限公司	Hong Kong, limited liability 香港·有限公司	HKD10,000 10,000港元	100%	100%	Interior fit-out solutions provider 提供室內裝潢解決方案
Siwu Architectural (Guangzhou) Limited 廣州斯五建築設計有限公司	PRC, limited liability 中國·有限公司	RMB1,500,000 人民幣1,500,000元	65%	65%	Design, interior fit-out solutions provider 設計、室內裝潢解決方案供應商
Studio 5 International Limited 迪澳有限公司	Hong Kong, limited liability 香港·有限公司	HKD10,000 10,000港元	60%	60%	Design, interior fit-out solutions provider 設計、室內裝潢解決方案供應商
Controlled structured entity 受控制結構實體					
Sanbase Management Limited	BVI, limited liability 英屬處女群島·有限公司	US\$1 1美元	100%	100%	Purchase, administers and holds the Company's shares for share award scheme 購買、管理及持有本公司股份獎勵計劃 所持股份

The Group has the power to direct the relevant activities of Sanbase Management Limited and it has ability to use its power over the entity to affect its exposure to returns. Therefore, it is considered as controlled structured entity of the Group.

28. 主要附屬公司之詳情

下表列出董事認為主要影響本集團業績及淨資產的本集團主要附屬公司。董事認為，提供附屬公司的全部詳情會導致篇幅過長。除另有說明外，股本僅由本集團直接持有的普通股構成，所持有的所有者權益比例與本集團持有的表決權相等。

本公司有權操控 Sanbase Management Limited 之相關活動，亦有能力運用對有關實體之權力影響其回報風險。因此，有關實體被視為本集團之受控制結構實體。

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30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY (Continued)

(a) Statement of financial position of the Company (Continued)

30. 本公司財務狀況表及儲備變動(續)

(a) 本公司財務狀況表(續)

		Note 附註	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
Equity	權益			
Equity attributable to the owners of the Company	本公司擁有人應佔權益			
Share capital	股本		1,553	1,553
Share premium	股份溢價	30(b)	57,632	57,632
Other reserve	其他儲備	30(b)	34,986	34,986
Accumulated losses	累計虧損	30(b)	(19,199)	(14,667)
Total equity	總權益		74,972	79,504
Liabilities	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		—	500
			—	500
Current liabilities	流動負債			
Accruals and other payables	應計及其他應付款		318	206
Amounts due to subsidiaries	應付附屬公司款		34,992	41,679
Lease liabilities	租賃負債		500	577
			35,810	42,462
Total liabilities	總負債		35,810	42,962
Total equity and liabilities	總權益及負債		110,782	122,466

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30. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENTS OF THE COMPANY (Continued)

(b) Movement in the Company's reserves

At 31 March 2020	於2020年3月31日
Profit for the year	年內溢利
At 31 March 2021	於2021年3月31日
Loss for the year	年內虧損
At 31 March 2022	於2022年3月31日

Note:

Other reserve of the Company represented the difference between the consideration payable of HKD10,000 and the carrying value of the Company's subsidiary of approximately HKD34,996,000 acquired during the Group's reorganisation before the Company's listing.

30. 本公司財務狀況表及儲備變動 (續)

(b) 本公司儲備變動

Share premium	Other reserve (Note)	Accumulated losses	Total
股份溢價	其他儲備 (附註)	累計虧損	合計
HKD'000	HKD'000	HKD'000	HKD'000
千港元	千港元	千港元	千港元
57,632	34,986	(18,583)	74,035
-	-	3,916	3,916
57,632	34,986	(14,667)	77,951
-	-	(4,532)	(4,532)
57,632	34,986	(19,199)	73,419

附註：

本公司的其他儲備是指應付代價10,000港元與集團在本公司上市前重組期間收購的附屬公司賬面值約34,996,000港元之間的差額。

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31. BENEFITS AND INTEREST OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of each director and chief executive of the Company for the year ended 31 March 2022 and 2021 are set out below:

Name of directors	Note	Fees	Salaries	Discretionary bonus	Employer's contribution to pension scheme	Total
董事名稱	附註	袍金 HKD'000 千港元	薪金 HKD'000 千港元	酌情花紅 HKD'000 千港元	僱員退休金計劃供款 HKD'000 千港元	合計 HKD'000 千港元
Year ended 31 March 2022	截至2022年3月31日					
	止年度					
Chairman and chief executive officer Mr. Wong Sai Chuen	主席兼行政總裁 王世存先生	240	1,980	360	18	2,598
Executive directors	執行董事					
Mr. Wong Kin Kei	黃健基先生	240	1,560	300	18	2,118
Ms. Hui Man Yee Maggie	許曼怡女士	240	1,380	203	18	1,841
Dr. Sung Tak Wing Leo	宋得榮博士	(i)	2,400	200	18	2,618
Independent non-executive directors	獨立非執行董事					
Mr. Cheung Chi Man Dennis	張志文先生	(ii)	216	-	-	216
Mr. Chan Chi Kwong Dickson	陳智光先生	(iii)	144	-	-	144
Mr. Pang Chung Fai Benny	彭中輝先生	(iv)	80	-	-	80
Mr. Chan Charles Cham Chuen	陳湛全先生	(v)	139	-	-	139
Mr. Law Chun Yat	羅俊逸先生	(vi)	17	-	-	17
		1,316	7,320	1,063	72	9,771
Year ended 31 March 2021	截至2021年3月31日					
	止年度					
Chairman and chief executive officer Mr. Wong Sai Chuen	主席兼行政總裁 王世存先生	240	1,980	500	18	2,738
Executive directors	執行董事					
Mr. Wong Kin Kei	黃健基先生	240	1,560	500	18	2,318
Ms. Hui Man Yee Maggie	許曼怡女士	240	1,380	300	18	1,938
Dr. Sung Tak Wing Leo	宋得榮博士	(i)	2,400	100	18	2,518
Independent non-executive directors	獨立非執行董事					
Mr. Cheung Chi Man Dennis	張志文先生	(ii)	216	-	-	216
Mr. Chan Chi Kwong Dickson	陳智光先生	(iii)	216	-	-	216
Mr. Pang Chung Fai Benny	彭中輝先生	(iv)	240	-	-	240
Mr. Chan Charles Cham Chuen	陳湛全先生	(v)	-	-	-	-
Mr. Law Chun Yat	羅俊逸先生	(vi)	-	-	-	-
		1,392	7,320	1,400	72	10,184

31. 董事福利及權益

(a) 董事及最高行政人員酬金

於截至2022年及2021年3月31日止年度，各董事及本公司最高行政人員的酬金載列如下：

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31. BENEFITS AND INTEREST OF DIRECTORS *(Continued)*

(a) Directors' and chief executive's emoluments *(Continued)*

Note:

- (i) Dr. Sung Tak Wing Leo was appointed on 11 March 2020.
- (ii) Mr. Cheung Chi Man Dennis was appointed on 21 January 2020.
- (iii) Mr. Chan Chi Kwong Dickson was appointed on 21 January 2020 and resigned on 30 November 2021.
- (iv) Mr. Pang Chung Fai Benny retired on 30 July 2021.
- (v) Mr. Chan Charles Cham Chuen was appointed on 9 August 2021.
- (vi) Mr. Law Chun Yat was appointed on 25 February 2022.

The executive directors' and chief executives' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors.

No emoluments were paid by the Group to the directors as an inducement to join, or upon joining the Group, or as compensation for loss of office during both years.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during both years.

31. 董事福利及權益 (續)

(a) 董事及最高行政人員酬金 (續)

附註：

- (i) 宋得榮博士於2020年3月11日獲委任。
- (ii) 張志文先生於2020年1月21日獲委任。
- (iii) 陳智光先生於2020年1月21日獲委任，並於2021年11月30日辭任。
- (iv) 彭中輝先生於2021年7月30日退任。
- (v) 陳湛全先生於2021年8月9日獲委任。
- (vi) 羅俊逸先生於2022年2月25日獲委任。

上文所示執行董事及行政總裁的薪酬主要為彼等就管理本公司及本集團事務所提供服務之薪酬。上文所示獨立非執行董事的薪酬主要為彼等就擔任董事所提供服務的薪酬。

本集團於兩年內概無向董事支付薪酬，作為促使加入或於加入本集團時隨即支付的酬金或作為離職補償。

兩年內概無董事或行政總裁放棄或同意放棄任何酬金之安排。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31. BENEFITS AND INTEREST OF DIRECTORS *(Continued)*

(b) Directors' retirement benefits and termination benefits

Save as disclosed in Note 31(a), the directors did not receive any retirement benefits or termination benefits during the financial year (2021: Nil).

(c) Consideration provided to third parties for making available directors' services

During the year ended 31 March 2022, the Company does not pay any consideration to any third party for making available directors' services (2021: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

As at 31 March 2022, there are no loans, quasi-loans or other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors (2021: Nil).

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director had a material interest, whether directly or indirectly, subsisted at the end of the years or at any time during the financial year (2021: Nil).

31. 董事福利及權益 (續)

(b) 董事退休福利及終止福利

除附註31(a)所披露者外，在財政年度內，董事沒有收取任何退休福利及終止福利（2021年：無）。

(c) 就獲提供董事服務向第三方提供的代價

截至2022年3月31日年度內，本公司並未就獲提供董事服務向任何第三方支付供任何代價（2021年：無）。

(d) 有關以董事、受董事控制的法團及關連實體為受益人的貸款、類似貸款及其他交易的資料

於2022年3月31日，概無以董事、受董事控制的法團及關連實體為受益人的任何貸款、類似貸款或其他交易（2021年：無）。

(e) 董事於交易、安排或合約中的重大權益

於年末或財政年度內任何時間，本公司均不存在任何與本集團業務有關的重大交易、安排及合同而董事於當中享有直接或間接的重大權益（2021年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32. CASH FLOWS INFORMATION

(a) Cash generated from operations

Reconciliation of loss before income tax to net cash generated from operations

32. 現金流量表資料

(a) 營運產生之現金

除所得稅前虧損與營運產生之現金淨額調節表

		Note	2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元
		附註		
Loss before income tax	除所得稅前虧損		(6,833)	(953)
Adjustments for:	調整：			
Depreciation on property, plant and equipment	物業、廠房及設備之折舊	7	1,298	1,460
Depreciation on right-of-use assets	使用權資產之折舊	7	3,139	3,140
Amortisation of intangible assets	無形資產攤銷	7	-	175
Fair value changes of financial asset at FVPL	按公允值計入損益之金融資產的公允值變動		(1,353)	(6,083)
Impairment losses recognised/(reversed) on financial assets	金融資產減值虧損確認／(撥回)		602	(1,058)
Finance cost – net	財務成本－淨額	8	38	115
Gain of termination of lease	終止租賃收益	14(iii)	(10)	(45)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備虧損		-	259
Operating loss before working capital changes:	營運資金變動前之經營虧損：		(3,119)	(2,990)
Trade and retention receivables	貿易及保固金應收款		14,297	16,645
Deposits, other receivables and prepayments	按金、其他應收及預付款		4,438	3,930
Contract assets	合約資產		(33,259)	88,293
Trade payables	貿易應付款		21,652	(100,443)
Accruals and other payables	應計及其他應付款		(93)	(971)
Contract liabilities	合約負債		8,741	575
Cash generated from operations	營運產生之現金		12,657	5,039

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32. CASH FLOWS INFORMATION (Continued)

(b) Reconciliation of financing activities

An analysis and the movements of financial liabilities from financial activities during the year ended 31 March 2022 and 2021 as set out below:

32. 現金流量表資料 (續)

(b) 融資活動之調節表

分析金融負債及於截至2022年及2021年3月31日止年度內之變動呈列如下：

		Lease liabilities 租賃負債 HKD'000 千港元
At 1 April 2020	於2020年4月1日	(4,994)
Cash flows	現金流量	3,211
Additions (Note 14(i))	添置 (附註14(i))	(4,489)
Termination of lease (Note 14(iii))	終止租賃 (附註14(iii))	1,065
Other non-cash movements	其他非現金變動	(323)
Exchange differences	匯兌差額	49
		<hr/>
At 31 March 2021	於2021年3月31日	(5,481)
		<hr/>
At 1 April 2021	於2021年4月1日	(5,481)
Cash flows	現金流量	3,120
Additions (Note 14(i))	添置 (附註14(i))	(1,818)
Termination of lease (Note 14(iii))	終止租賃 (附註14(iii))	581
Other non-cash movements	其他非現金變動	62
Exchange differences	匯兌差額	(32)
		<hr/>
At 31 March 2022	於2022年3月31日	(3,568)
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FIVE YEAR FINANCIAL SUMMARY

五年財務概要

Results

		業績				
		Year ended 31 March 截至3月31日止年度				
		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2020 2020年 HKD'000 千港元	2019 2019年 HKD'000 千港元	2018 2018年 HKD'000 千港元
Revenue	收入	413,122	481,286	638,030	650,455	376,208
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(6,833)	(953)	28,062	37,394	11,462
Income tax (expense)/credit	所得稅(開支)/抵免	(413)	1,393	(6,321)	(7,076)	(4,551)
(Loss)/profit attributable to the owners of the Company for the year	年內本公司擁有人應佔(虧損)/溢利	(5,735)	397	16,224	28,116	6,911
Total comprehensive (loss)/income attributable to the owners of the Company for the year	年內本公司擁有人應佔全面(虧損)/收益總額	(5,626)	810	16,133	28,070	6,911

Assets and Liabilities

		資產及負債				
		As at 31 March 於3月31日				
		2022 2022年 HKD'000 千港元	2021 2021年 HKD'000 千港元	2020 2020年 HKD'000 千港元	2019 2019年 HKD'000 千港元	2018 2018年 HKD'000 千港元
Total assets	資產總額	287,042	265,409	370,858	382,088	191,595
Total liabilities	負債總額	144,893	116,204	218,653	245,284	79,750
Net assets	資產淨額	142,149	149,205	152,205	136,804	111,845
Equity attributable to the owners of the Company for the year	年內本公司擁有人應佔權益	136,858	142,484	141,791	131,858	111,845



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