



# GRAND T G GOLD HOLDINGS LIMITED

## 大唐潼金控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號：8299)

**2022-23**  
ANNUAL REPORT 年報

\* For identification purpose only 僅供識別

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*The English text of this report shall prevail over the Chinese text in case of inconsistencies.*

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大唐滙金控股有限公司(「本公司」)各董事共同及個別對本報告承擔全部責任，當中包括遵照聯交所GEM證券上市規則(「GEM上市規則」)規定提供有關本公司及其附屬公司(統稱「本集團」)之資料。本公司董事(「董事」)在作出一切合理查詢後確認，就彼等所深知及確信本報告所載資料在各主要方面均屬準確及完整，並無誤導或欺詐成份且並無遺漏任何其他事宜，致使其任何陳述或本報告有所誤導。

本報告將於刊發日期起至少七日持續刊登於聯交所網頁[www.hkexnews.hk](http://www.hkexnews.hk)「最新上市公司公告」一頁及本公司網頁<http://www.grandtg.com/>。

本報告中英版如有歧義，概以英文版為準。

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## CORPORATE INFORMATION 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Dr. Li Dahong (*Chairman*)  
Ms. Ma Xiaona

#### Independent non-executive Directors

Mr. Guo Wei  
Mr. Lam Albert Man Sum  
Mr. Cheung Wai Hung

### AUDIT COMMITTEE

Mr. Lam Albert Man Sum (*Chairman*)  
Mr. Guo Wei  
Mr. Cheung Wai Hung

### REMUNERATION COMMITTEE

Mr. Guo Wei (*Chairman*)  
Ms. Ma Xiaona  
Mr. Lam Albert Man Sum

### NOMINATION COMMITTEE

Mr. Guo Wei (*Chairman*)  
Ms. Ma Xiaona  
Mr. Lam Albert Man Sum

### AUTHORISED REPRESENTATIVES

Dr. Li Dahong  
Ms. Lee Eva

### COMPLIANCE OFFICER

Ms. Ma Xiaona

### COMPANY SECRETARY

Ms. Lee Eva

### AUDITOR

McM (HK) CPA Limited  
24/F., Siu On Centre,  
188 Lockhart Road,  
Wan Chai, Hong Kong

### 董事會

#### 執行董事

李大宏博士(*主席*)  
馬曉娜女士

#### 獨立非執行董事

郭瑋先生  
林聞深先生  
張偉雄先生

### 審核委員會

林聞深先生(*主席*)  
郭瑋先生  
張偉雄先生

### 薪酬委員會

郭瑋先生(*主席*)  
馬曉娜女士  
林聞深先生

### 提名委員會

郭瑋先生(*主席*)  
馬曉娜女士  
林聞深先生

### 授權代表

李大宏博士  
李綺華女士

### 監察主任

馬曉娜女士

### 公司秘書

李綺華女士

### 核數師

長盈(香港)會計師事務所有限公司  
香港灣仔  
駱克道188號  
兆安中心24樓

Note: Information in this section is as at the date of this report.

附註：本節資料乃截至本報告日期。

## CORPORATE INFORMATION 公司資料

### LEGAL ADVISERS

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Units 1601 & 03, 16th Floor  
Fairmont House  
8 Cotton Tree Drive  
Central, Hong Kong

### REGISTERED OFFICE

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

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room A-B, 8th Floor  
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305-313 Queen's Road Central  
Sheung Wan, Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited  
Clifton House, 75 Fort Street  
P.O. Box 1350, Grand Cayman  
Cayman Islands

### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

### PRINCIPAL BANKERS

Shanghai Commercial Bank Limited

### STOCK CODE

8299

### COMPANY WEBSITE

<http://www.grandtg.com>

### EMAIL

[info@grandtggold.com](mailto:info@grandtggold.com)

### 法律顧問

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### 註冊辦事處

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P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 香港總辦事處及主要營業地點

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皇后大道中305-313號  
永業中心2  
8樓A-B室

### 股份過戶及登記總處

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Clifton House, 75 Fort Street  
P.O. Box 1350, Grand Cayman  
Cayman Islands

### 香港股份過戶及登記分處

卓佳證券登記有限公司  
香港夏慤道16號  
遠東金融中心17樓

### 主要往來銀行

上海商業銀行有限公司

### 股份代號

8299

### 公司網址

<http://www.grandtg.com>

### 電郵

[info@grandtggold.com](mailto:info@grandtggold.com)

## CHAIRMAN'S STATEMENT 主席報告

The Board of directors (the “**Board**”) of the Company, together with its subsidiaries (the “**Group**”), hereby presents the Company’s annual report for the year ended 31 March, 2023 (the “**Year**”).

The fiscal year of 2022–2023 marked a significant milestone in the Company development. With the completion of a rights issue on 17 May 2022, the Company was able to resolve its long term debts including related legal disputes, substantially improved the Company financial position. Also in the Year, the Group increased its mining area to 8.2194 square kilometer from the previous 0.9749 square kilometer in the renewed mining permit. The Company wishes to express its sincere gratitude to the shareholders and the underwriter for their participation in the fund raising, as well as their trust and confidence in the Company, and to the management team for its effort in expanding the potential in mineral resources and reserves along with the increased mining area.

The Group understands that ultimately our shareholders, investors and market participants expect the Group to produce excellent performance. The Group has a long time strategic goal to build a mid tier, competitive and highly efficient gold mining company covering the whole industrial chain for gold production and has an execution plan in place to achieve it. With the improved financial and operation performance, the Group is now ready to gradually implement the plan through increases in asset scale, production capacity and technical renovation to improve efficiency and profitability, well planned expansion in the industrial chains, and diligently selected mergers and acquisitions of sector assets.

本公司連同其附屬公司(「**本集團**」)的董事會(「**董事會**」)謹此提呈本公司截至二零二三年三月三十一日止年度(「**本年度**」)的年報。

二零二二至二零二三財政年度為本公司發展的重要里程碑。隨著供股於二零二二年五月十七日完成，本公司得以解決其長期債務，其中包括相關法律糾紛，顯著改善了本公司的財務狀況。同年，本集團運營附屬公司將礦區面積從之前續簽採礦許可證的0.9749平方公里增加至8.2194平方公里。本公司衷心感謝股東和包銷商參與本次籌資，亦感謝彼等對本公司的信任和信心，並對管理團隊增加採礦面積及擴大礦產資源和儲量潛力的努力表示感謝。

本集團深知股東、投資者和市場參與者最終期望本集團能夠創造出優異業績。本集團的長期策略目標是成為覆蓋黃金生產全產業鏈的中型、具競爭力且高效的黃金礦業公司，並已制訂實現目標的執行計劃。隨著財務和營運業績改善，本集團目前已做好準備逐步實施計劃，透過增加資產規模、產能及技術改造提高效率 and 盈利能力，規劃好擴充產業鏈，並謹慎選擇分部資產的合併收購。

## CHAIRMAN'S STATEMENT 主席報告

The implementation of the strategic development plan as well as continued improvement in the Group's financial performance are not without challenges and huddles, including the economic uncertainties created by geopolitical tension of the world today, particularly that between the US and China, the residual impacts of the coronavirus (COVID-19) epidemic, and the structural difficulties in the country's economy and its reform. At our operation subsidiary level, facing more stringent environmental regulations and requirements, our subsidiary will need to maintain its effort, including investments as may be necessary, to continuously upgrade and perfect its environmental control systems, to better accommodate and fully comply with government environmental protection requirements and to minimize potential impacts to our normal production. In addition, Company's plan for expanding assets and production capacity will require continued fund raising. However, privately owned companies in China's mainland face credit constraints. Management has to work with both the banking system and the private capital market for innovative financing to meet the funding needs for implementing the strategic development plan.

With regard to the operation of the year, having overcome the unexpectedly severe impacts from the COVID-19 epidemic and met relevant environmental protection requirements, the Company increased its throughput, revenues, gross and net profits for the Group. For the equity holders of the Company, comparing with a loss of the previous fiscal year, the Company managed a turnaround by achieving a net profit to the equity holders of the Company. The Company aims to maintain this momentum and strives for enhancing its profit level in the year ahead.

On behalf of the Board

**Li Dahong**

*Chairman*

Hong Kong, 28 June 2023

在實施策略發展計劃以及持續提升本集團的財務業績時，並非沒有挑戰和障礙，其中包括今天世界地緣政治緊張局勢帶來的經濟不確定性，特別是中美之間的緊張關係，冠狀病毒(COVID-19)疫情的殘餘影響，以及國家在經濟及改革中面對的結構性困難。在運營附屬公司層面，面對不斷嚴格的環境法規和要求，我們附屬公司需要繼續努力，包括必要的投資，去不斷提高與完善環境控制系統，以更好適應並完全符合政府環境保護的要求，並把對正常生產的潛在影響降到最低。此外，公司計劃中擴大資產和生產規模將需要融資。然而，中國大陸的民營公司面臨信貸約束。管理層須與銀行及民間資本市場合作，通過創新性融資以滿足實施戰略發展計劃的資金需求。

就去年的運營情況而言，本公司在克服了COVID-19疫情帶來的意想不到的嚴重影響並滿足相關環境保護要求的情況下，為本集團提高了產量、營收、毛利潤及淨利潤。對本公司權益持有人來說，與上一財政年度度的虧損相比，公司實現了本公司權益持有人應佔的淨利潤扭虧為盈。展望來年，本公司力求保持這一勢頭，爭取在來年擴大利潤水平。

代表董事會

主席

**李大宏**

香港，二零二三年六月二十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in gold exploration, mining and mineral processing with gold concentrate as its product.

### FINANCIAL REVIEW

#### Revenue

For the year ended 31 March 2023 (the “Year”), the Group’s revenue was approximately HK\$153.2 million, representing an increase of approximately 19.3% from approximately HK\$128.4 million as compared with that of the last year.

The increase in revenue was due to conscientious efforts by the Group in offsetting impact of COVID-19 throughout in the Year, the increase in the number of mine operating days as compared with last year and the higher average gold prices as compared to the previous year.

#### Gross profit and gross profit margin

During the Year, the Group’s gross profit was approximately HK\$63.3 million, representing an increase of approximately 71.4% from approximately HK\$36.9 million as compared with that of the last year. The increase in gross profit was primarily due to the increase in revenue and average gold prices. During the Year, the Group’s overall gross profit margin was approximately 41.3% (2022: 28.8%).

#### Selling and distribution expenses

During the Year, the Group’s selling and distribution expenses were approximately HK\$1.7 million, representing a decrease of approximately 35.8% from approximately HK\$2.6 million as compared with that of the last year.

#### Administrative expenses

During the Year, the Group’s administrative expenses were approximately HK\$28.3 million, representing an increase of approximately 25.9% from approximately HK\$22.5 million as compared to the last year. Increase in administrative expense primarily due to increase in professional fee and equity settled share-based payments.

### 業務回顧

本公司之主要活動為投資控股。其附屬公司主要從事黃金勘探、開採以及以黃金精礦為其產品的礦物加工。

### 財務回顧

#### 收益

截至二零二三年三月三十一日止年度（「本年度」），本集團之收益約為153,200,000港元，較去年之約128,400,000港元增加約19.3%。

收益增加乃由於本年度全年本集團的不懈努力抵銷COVID-19疫情影響及礦場經營天數較去年有所增加，以及平均黃金價格較去年高。

#### 毛利及毛利率

於本年度，本集團之毛利約為63,300,000港元，較去年之約36,900,000港元增加約71.4%。毛利增加主要由於收益及平均黃金價格增加所致。於本年度，本集團之整體毛利率約為41.3%（二零二二年：28.8%）。

#### 銷售及分銷開支

於本年度，本集團之銷售及分銷開支約為1,700,000港元，較去年之約2,600,000港元減少約35.8%。

#### 行政開支

於本年度，本集團之行政開支約為28,300,000港元，較去年的約22,500,000港元增加約25.9%。行政開支增加主要由於專業費用及以股權結算的股份支付的增加。



## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Profit for the year

Profit for the Year of the Group amounted to approximately HK\$43.7 million (2022: approximately HK\$7.8 million). Of this amount, approximately HK\$29.6 million was due to an income tax reversal.

For the Year, the Group recorded a net profit attributable to equity holders of the Company of approximately HK\$26.1 million, as compared to loss of approximately HK\$0.1 million recorded last year. The net profit for the Year as compared to the previous year was mainly due to (i) an increase in revenue; and (ii) the gain reflected in income tax reversal attributable to equity holders of the Company of HK\$21.3 million.

### Earnings/loss per share

Earnings per share was approximately HK cents 0.48 for the Year (2022: loss per share approximately HK cents 0.01).

### Dividend

The Board does not recommend the payment of any dividend for the Year (2022: nil).

### Liquidity, financial resources and funding

As at 31 March 2023, the Group had cash and cash equivalents amounted to approximately HK\$24.6 million (2022: approximately HK\$4.4 million) and net current liabilities amounted to approximately HK\$5.0 million (2022: net current liabilities approximately HK\$185.5 million) whereas inventories of the Group amounted to approximately HK\$16.7 million (2022: approximately HK\$5.6 million).

As at 31 March 2023, the current ratio is approximately 0.96 (2022: approximately 0.19).

As at 31 March 2023, the Group's gearing ratio was approximately 35.8% (2022: approximately 52%), calculated based on total borrowings over total assets.

### 年內溢利

本集團於本年度的溢利約為43,700,000港元(二零二二年：約7,800,000港元)。此金額當中約29,600,000港元乃由於撥回所得稅所致。

於本年度，本集團錄得本公司權益持有人應佔溢利淨額約26,100,000港元，而去年則錄得虧損約100,000港元。本年度溢利淨額相比去年，主要由於(i)收益增加；及(ii)本公司權益持有人應佔所得稅撥回中反映的收益約21,300,000港元所致。

### 每股盈利／虧損

本年度每股盈利約為0.48港仙(二零二二年：每股虧損約0.01港仙)。

### 股息

董事會並不建議派付本年度的任何股息(二零二二年：無)。

### 流動資金、財務資源及資金

於二零二三年三月三十一日，本集團持有現金及現金等值項目約24,600,000港元(二零二二年：約4,400,000港元)及流動負債淨額約5,000,000港元(二零二二年：約185,500,000港元)，而本集團之存貨約為16,700,000港元(二零二二年：約5,600,000港元)。

於二零二三年三月三十一日，流動比率約為0.96(二零二二年：約0.19)。

於二零二三年三月三十一日，本集團之資本負債比率約為35.8%(二零二二年：約52%)，乃按借貸總額除以資產總值計算。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Borrowings

Borrowings information of the Group is set out in note 27 to the consolidated financial statements.

### Capital structure

As at 31 March 2023, the Company's issued share capital was HK\$5,987,129 which were divided into 5,987,128,640 Shares of HK\$0.001 each.

### Capital commitment

As at 31 March 2023, the Group did not have any significant capital commitments (2022: nil).

### Charge on the Group's assets

As at 31 March 2023, the trade receivables of approximately HK\$41.1 million (2022: approximately HK\$10.7 million) were pledged to secure the Group's borrowings (note 27).

During the year ended 31 March 2023, the Group obtained bank overdraft facilities from a bank to the extent of HK\$20.0 million secured by the fixed deposits of HK\$20.0 million, none of the banking facilities were utilised by the Group.

### Treasury policies

The Group's monetary assets and transactions are principally denominated in HK\$ or Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

The Group adopted a conservative treasury policy with most of the bank deposits being kept in HK\$ or RMB, or in the local currencies of the operating subsidiaries to minimise exposure to foreign exchange risk. The Group monitors and maintains a sufficient level of cash and cash equivalents to finance the Group's operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors the Group's working capital requirements regularly.

### 借貸

本集團之借貸資料載於綜合財務報表附註27。

### 資本結構

於二零二三年三月三十一日，本公司已發行股本為5,987,129港元，分為5,987,128,640股每股面值0.001港元的股份。

### 資本承擔

於二零二三年三月三十一日，本集團並無任何重大資本承擔(二零二二年：無)。

### 本集團之資產押記

於二零二三年三月三十一日，貿易應收賬項約41,100,000港元(二零二二年：約10,700,000港元)被抵押為本集團的借貸作抵押(附註27)。

截至二零二三年三月三十一日止年度，本集團以定期存款20,000,000港元作為抵押，向一家銀行獲取了20,000,000港元的銀行透支融資，本集團並無動用任何銀行融資。

### 庫務政策

本集團之貨幣資產及交易主要是以港元或人民幣(「人民幣」)為單位。將來的商業交易和已確認之資產及負債亦會引致外匯風險。

本集團採取保守之庫務政策，大部份銀行存款屬於港元或人民幣存款，又或屬於營運附屬公司所在地區貨幣之存款，以盡量減低外匯風險。本集團監察及維持充足水平之現金及現金等值項目，以撥付本集團之業務所需及減低現金流量波動之影響。管理層定期檢討及監察本集團之營運資金需求。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### Segment information

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

### Exposure to exchange risks

Since the Group's borrowings and its source of income are primarily denominated in the respective group companies functional currency which are mainly in Hong Kong dollars or Renminbi, the exposure to foreign exchange rate fluctuations is minimal.

### Significant investment, material acquisition and disposal of subsidiaries and affiliated companies, and future plans for material investments or capital assets

The Group did not have any significant investment, material acquisition and disposal of subsidiaries and affiliated companies throughout the Year.

In addition, the Company is now focusing on developing and strengthening its existing business and is exploring investment opportunities in order to broaden the income stream of the Group, enrich its reserves and resources, enhance the profitability of the Group and eventually bring a fruitful return to the shareholders of the Group.

### Contingent liabilities

The Group did not have any material contingent liabilities as at 31 March 2023 and 2022.

### 分部資料

本集團的分部資料載於綜合財務報表附註6。

### 外匯風險

由於本集團之借貸及其收入來源主要以相關集團實體的功能貨幣(主要為港元或人民幣)計值，因此外匯匯率波動風險甚微。

### 主要投資、重大收購及出售附屬公司及聯屬公司以及重大投資或資本資產之未來計劃

於本年度，本集團並無任何主要投資、重大收購及出售附屬公司及聯屬公司。

此外，本公司現正專注於發展及提升其現有業務以及探索投資機會以拓展本集團的收入來源、豐富其儲備及資源、提升本集團的盈利能力並最終為本集團股東帶來豐碩的回報。

### 或然負債

於二零二三年及二零二二年三月三十一日，本集團並無任何重大或然負債。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Employees and remuneration policies

As at 31 March 2023, the Group had 51 employees (2022: 58) situated mainly in the People's Republic of China (the "PRC") and Hong Kong. The Group's emoluments policies are formulated based on industry practices and performance of individual employees. For the Year, the total staff costs (including directors' emoluments and share options) amounted to approximately HK\$12.9 million (2022: approximately HK\$8.6 million). Details of employees' remuneration are set out in notes 10 and notes 12 of the consolidated financial statements.

### Relationships with employees, customers and suppliers

#### Employees

The Directors are of the view that its employees are the keys to the sustainable development of the Group. The Directors believe that the Group maintains good working relations with its employees and endeavors to maintain and improve the quality of its products.

#### Customers and Suppliers

The Group aims to provide comprehensive solutions that meet customers' needs and establish a comprehensive vertical supply chain management system through resource integration and supplier screening and management.

The objectives of the Group are to deepen the collaborative relationship with the strategic suppliers and to create competitive advantages in the value chain, thereby aiming to enhance the impact on the society and environment and to ensure that their suppliers uphold similar stance in sustainability. The Group maintains long-term relationship with its suppliers for ensuring stable supply.

### 僱員及薪酬政策

於二零二三年三月三十一日，本集團有51名僱員（二零二二年：58名），主要位於中華人民共和國（「中國」）及香港。本集團之薪酬政策乃根據行業常規及個別僱員之表現制定。於本年度，總員工成本（包括董事薪酬及購股權）約為12,900,000港元（二零二二年：約8,600,000港元）。有關僱員薪酬之詳情載於綜合財務報表附註10和附註12。

### 與僱員、客戶及供應商之關係

#### 僱員

董事認為其僱員乃本集團可持續發展的關鍵。董事認為本集團與其僱員維繫良好的工作關係並致力於維繫及提升其產品質量。

#### 客戶及供應商

本集團旨在提供全面的解決方案以滿足客戶的需要，並透過資源整合及供應商遴選及管理建立一套全面的垂直供應鏈管理系統。

本集團的目標為深化與策略供應商的合作關係並建立於價值鏈中的競爭優勢，進而提升社會及環境影響力及保證供應商於可持續發展方面秉持相似立場。本集團與其供應商保持長期關係以保證穩定供應。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### PROSPECT

Following the completion of the rights issue in May 2022 and the subsequent improvement of the Company financial position and the settlement of all material litigation against the Company, the Group has updated and reshaped its strategic development plan. The Group is ready to implement various action items in the plan starting in fiscal year 2023–24. The plan includes expanding resources and reserves to enlarge asset base, increasing mining and processing capacities to boost revenues and profits, extending its industrial chains in gold production, acquiring and merging additional mining assets or business integration, and creating partnerships with state owned enterprises (SOEs) and private sector peers to broaden revenues sources. Implementing each of the action items in the plan will be a challenge, particularly in financing these actions. The Group will work with its shareholders, advisors, and partners for innovative ways of financing for the plan implementation, to achieve its strategic goal and ultimately to generate the returns our investors and shareholders expect and deserve.

### MINERAL EXPLORATION, MINE DEVELOPMENT AND ORE MINING ACTIVITIES

#### Mineral Exploration and Mine Development

During the Year, Taizhou Mining mainly completed certain mining development projects, including the excavation of approximately 2,170 meters of various tunnels, excavation of approximately 173 meters of slope supporting, excavation of approximately 260 meters of ore chute as well as excavation of approximately 651 meters for track laying and ditches.

During the Year, the Group's total expenditure for the mine development and mineral exploration amounted to approximately HK\$14.0 million and approximately HK\$13.8 million respectively.

#### Ore Mining

During the Year, the aggregate expenditure on the ore mining operation of the Group was approximately HK\$51.3 million.

### 前景

繼二零二二年五月供股完成、本公司財務狀況隨後改善、針對本公司的所有重大訴訟和解後，本集團已更新和重塑本集團戰略發展計劃，本集團已準備從二零二三至二零二四財年開始實施計劃中的各項行動項目。該計劃包括擴大資源和儲量以擴大資產基礎、提高採礦和加工能力以增加收入和利潤、延伸黃金生產產業鏈、收購和兼併額外的礦業資產或業務整合，並與國有企業(SOEs)和私營部門同行建立合作夥伴關係，以拓闊收入來源。實施計劃中的每個行動項目都將是一項挑戰，特別是在為這些行動提供資金方面。本集團將與其股東、顧問和合作夥伴合作，為計劃的實施尋找創新的融資方式，以實現其戰略目標，並最終產生投資者和股東期望和應得的回報。

### 礦產勘探、礦業開發及礦石開採活動

#### 礦產勘探及礦業開發

於本年度，太洲礦業主要完成各類巷道掘進約2,170米、斜坡道掘進約173米、溜礦井掘進約260米及鋪設軌道和水溝開挖約651米等若干礦業開發工程。

於本年度，本集團礦業開發及礦產勘探的總開支分別為約14,000,000港元及約13,800,000港元。

#### 礦石開採

於本年度，本集團礦石開採業務的總開支約為51,300,000港元。

## MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

### RESOURCES AND RESERVES

#### Based on the findings pursuant to JORC CODE 2012

1. As of 31 March 2023, using a gold cut-off grade of 1.0 gram per tonne, the indicated resource and inferred resource of the Group were:

		<b>Inventory</b>	<b>Grade</b>	<b>Contained metal</b>
		存貨	品位	所含金屬
		(kilotonne)	(gram per tonne, gold)	(kilogram, gold)
		(千噸)	(克每噸, 黃金)	(千克, 黃金)
Indicated resource	控制資源量	1,549	8.35	12,936
Inferred resource	推斷資源量	1,555	6.60	10,260
<b>Total</b>	<b>總計</b>	<b>3,104</b>	<b>7.47</b>	<b>23,196</b>

2. As at 31 March 2023, under a cut-off grade of 1.9 gram per tonne, the estimated probable reserves of the Group were:

		<b>Inventory</b>	<b>Grade</b>	<b>Contained metal</b>
		存貨	品位	所含金屬
		(kilotonne)	(gram per tonne, gold)	(kilogram, gold)
		(千噸)	(克每噸, 黃金)	(千克, 黃金)
Probable reserves inventory	預可採儲量存量	1,419	5.95	8,439

### 資源及儲量

#### 按JORC準則(二零一二年版)編製之結論：

1. 截至二零二三年三月三十一日，採用1.0克黃金／噸邊界品位計算，本集團的控制資源量及推斷資源量為：

2. 截至二零二三年三月三十一日，根據1.9克黃金／噸邊界品位計算，本集團估計預可採儲量為：

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

### EXECUTIVE DIRECTORS

#### Dr. Li Dahong (“Dr. Li”)

Dr. Li, aged 65, joined the Company as an executive Director on 24 February 2016 and is also the chairman and the authorized representative of the Company. Dr. Li also serves as a director of SSC Mandarin Mining Investment Limited and T G Mining Asia Limited, all being subsidiaries of the Company. He has over 25 years of experience in investment banking, mergers and acquisitions and other financial activities. Dr. Li was graduated from Tsinghua University in civil and environmental engineering and received a degree in Doctor of Philosophy in Civil Engineering from the University of Toronto, Canada.

#### Ms. Ma Xiaona (“Ms. Ma”)

Ms. Ma, aged 48, was appointed as a non-executive Director of the Company on 24 March 2016 and is a member of the remuneration committee and nomination committee of the Company. Ms. Ma was re-designated as an executive Director and the compliance officer of the Company on 13 September 2017, and was also appointed as a director of SSC Mandarin Mining Investment Limited and T G Mining Asia Limited, wholly-owned subsidiaries of the Company. Ms. Ma graduated from East China University of Science and Technology in Shanghai with a Bachelor's degree in International Trade. She has more than 20 years of experience in project financing, joint ventures and mergers and acquisitions in China and Hong Kong, involving in industries such as gold mining, other resources mining, traditional manufacturing, and high-tech industry.

### 執行董事

#### 李大宏博士(「李博士」)

李博士，65歲，於二零一六年二月二十四日加入本公司，擔任執行董事，彼亦為本公司之主席及授權代表。李博士亦分別擔任文華新城礦業投資有限公司及滄金礦業亞洲有限公司(均為本公司之附屬公司)之董事。彼擁有逾25年投資銀行、併購及其他金融業務方面的經驗。李博士畢業於清華大學土木與環境工程系並獲得加拿大多倫多大學土木工程博士學位。

#### 馬曉娜女士(「馬女士」)

馬女士，48歲，於二零一六年三月二十四日獲委任為本公司之非執行董事，並為本公司之薪酬委員會及提名委員會成員。馬女士於二零一七年九月十三日調任為本公司執行董事及監察主任，以及被委任為本公司之全資附屬公司文華新城礦業投資有限公司及滄金礦業亞洲有限公司之董事。馬女士畢業於上海華東理工大學，獲得其主修國際貿易專業之學士學位。她擁有逾20年中港兩地的項目融資、成立合營企業、收購併購豐富經驗，涉及行業包括金礦、其他資源礦業、傳統製造業及高科技產業。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

#### Mr. Guo Wei (“Mr. Guo”)

Mr. Guo, aged 68, was appointed as an independent non-executive director of the Company on 28 April 2016. He is also the chairman of the nomination committee and remuneration committee and a member of the audit committee of the Company. Mr. Guo graduated from Beijing Institute of Economic Research, majoring in Chinese Language and Literature (undergraduate) in 1999. Since 2004, he has been served as the chairman of the board of 浙江瑞豐投資有限公司 (Zhejiang Ruifeng Investment Company Limited\*). He worked in the 浙江省郵電勘察設計院 (Survey and Design Institute of Post and Telecommunications in Zhejiang Province\*) from 1977 to 1987. He worked in the Zhejiang Provincial Government Office in Guangzhou and 大東南集團公司 (Grand Southeast Group Corporation\*) from 1988 to 1994. He worked as the general manager of 杭州南王國際大酒店 (Hangzhou Nanwang International Hotel\*) and the chairman of the board of 杭州五雲投資公司 (Hangzhou Wuyun Investment Company\*) from 1995 to 2004. Mr. Guo has been engaged in management for more than 30 years, including 20 years as the head of enterprises, during which he gains extensive management experience and strong coordination ability.

### 獨立非執行董事

#### 郭璋先生(「郭先生」)

郭先生，68歲，於二零一六年四月二十八日獲委任為本公司之獨立非執行董事，並為本公司之提名委員會及薪酬委員會主席及審核委員會成員。郭先生於一九九九年畢業於北京經濟研修學院漢語言文學專業(本科)。二零零四年至今擔任浙江瑞豐投資有限公司董事長，於一九七七年至一九八七年期間於浙江省郵電勘察設計院工作，於一九八八年至一九九四年期間於浙江省政府駐廣州辦事處及大東南集團公司工作，於一九九五年至二零零四年期間擔任杭州南王國際大酒店總經理、杭州五雲投資公司董事長。郭先生從事管理工作三十餘年，其中有二十年擔任企業一把手，有豐富的管理經驗和較強的協調能力。



## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

### Mr. Lam Albert Man Sum (“Mr. Lam”)

Mr. Lam, aged 67, joined the Company as an independent non-executive Director on 8 December 2017. He is also the chairman of the audit committee of the Company, a member of the nomination committee and remuneration committee of the Company. He is a member of the Institute of Chartered Accountants in England & Wales, Association of Chartered Certified Accountants, Hong Kong Institute of Certified Public Accountants, the Hong Kong Securities Institute, Society of Chinese Accountants & Auditors, Australia • New Zealand Institute of Chartered Accountants, Taxation Institute of Hong Kong and Certified Tax Adviser. Mr. Lam holds a Bachelor Degree in Arts (Economics) from the University of Manchester, the United Kingdom. Mr. Lam is currently an independent non-executive director of Macrolink Capital Holdings Limited (formerly known as Junefield Department Store Group Limited) (Stock Exchange Stock Code: 758). He was an independent non-executive director of OCI International Holdings Limited (Stock Exchange Stock Code: 329) from 28 April 2010 to 7 May 2018. Mr. Lam currently is a partner of Grand Thornton Hong Kong Limited. Mr. Lam had been head of department in Southwest Securities International Securities Limited (Stock Exchange Stock Code: 812). He was the former director and Chief Executive Officer and is the shareholder of Jonten Hopkins CPA Limited (the merger of former Aoba CPA Limited\* (青葉會計師事務所) and Albert Lam & Co. CPA). Mr. Lam was also the Managing Partner and Founder of Albert Lam & Co. CPA.

### 林聞深先生(「林先生」)

林先生，67歲，於二零一七年十二月八日加入本公司，擔任獨立非執行董事。彼亦為本公司審核委員會主席、本公司提名委員會及薪酬委員會各自之成員。彼為英格蘭及威爾斯特許會計師公會、英國特許公認會計師公會、香港會計師公會、香港證券專業學會、香港華人會計師公會、澳洲•紐西蘭特許會計師公會、香港稅務學會會員及註冊稅務師。林先生持有英國曼徹斯特大學經濟系文學士學位。林先生現為新華聯資本有限公司(前稱莊勝百貨集團有限公司)之獨立非執行董事(聯交所股份代號：758)。自二零一零年四月二十八日至二零一八年五月七日，彼為東建國際控股有限公司之獨立非執行董事(聯交所股份代號：329)。林先生現時為致同(香港)會計師事務所有限公司之合夥人。林先生曾任西證國際證券股份有限公司之部門總監(聯交所股份代號：812)。彼為中天運浩勤會計師事務所有限公司(前青葉會計師事務所及林聞深會計師事務所合併)之前任董事及行政總裁及現任股東。林先生亦曾為林聞深會計師事務所之管理合夥人兼公司創辦人。

## BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷

### Mr. Cheung Wai Hung (“Mr. Cheung”)

Mr. Cheung, aged 42, joined the Company as an independent non-executive Director on 27 August 2018. He is also a member of the audit committee of the Company. He is a chartered tax adviser of the Taxation Institute of Hong Kong, a certified public accountant of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Mr. Cheung graduated from The Hong Kong Polytechnic University with an honours degree in bachelor of arts in accountancy. He worked in Jonten Hopkins CPA Limited from July 2004 to March 2014 and his last position was audit manager. He is currently appointed as the chief financial officer of Wai Chi Holdings Company Limited (Stock Exchange Stock Code: 1305). Mr. Cheng was appointed as an independent non-executive director of Ye Xing Group Holdings Limited (Stock Exchange Stock Code: 1941) on 17 February 2020.

## SENIOR MANAGEMENT

### Mr. Ma Qianzhou (“Mr. Ma”)

Mr. Ma, aged 65, has more than 30 years of senior management experience in gold mining, exploration, ore processing, refining and merger and acquisitions of mining companies in China. Mr. Ma is currently the Chairman of Gold Association of Tongguan County, Shaanxi Province, the PRC. Mr. Ma is the general manager and director of Taizhou Mining. He had served as director of China Gold Association and executive director of Gold Association of Shaanxi Province. He had held senior management positions as the director of the Small and Medium Entrepreneurs Association, Shaanxi Province, PRC, and the President of the Small and Medium Entrepreneurs Association of Weinan City, Shaanxi Province, the PRC.

### Ms. Eva Lee (“Ms. Lee”)

Ms. Lee was appointed as the company secretary of the Company (the “**Company Secretary**”) on 20 February 2020. She is admitted as a solicitor in Hong Kong and focusing on capital markets and corporate finance work. Ms. Lee graduated from the London School of Economic and Political Science with Masters of Laws (Distinction).

### 張偉雄先生(「張先生」)

張先生，42歲，於二零一八年八月二十七日加入本公司出任獨立非執行董事。彼亦為本公司審核委員會成員。彼為香港稅務學會特許稅務師、香港會計師公會註冊會計師及英國特許公認會計師公會資深會員。張先生持有香港理工大學會計學文學士(榮譽)學位。彼曾於二零零四年七月至二零一四年三月期間於中天運浩勤會計師事務所有限公司任職，最後的職位為審計經理。彼現為偉志控股有限公司(聯交所股份代號：1305)之財務總監。張先生於二零二零年二月十七日獲委任為燁星集團控股有限公司(聯交所股份代號：1941)的獨立非執行董事。

## 高級管理層

### 馬乾洲先生(「馬先生」)

馬先生，65歲，於中國的黃金開採、勘探、礦石加工、精煉及開採公司併購方面擁有逾30年的高級管理層經驗。馬先生現為中國陝西省潼關縣黃金協會會長。馬先生為太洲礦業總經理兼董事。彼曾任中國黃金協會理事及陝西省黃金協會常務理事，亦曾擔任高級管理人員職務，擔任中國陝西省中小企業協會理事及中國陝西省渭南市中小企業協會會長。

### 李綺華女士(「李女士」)

李女士於二零二零年二月二十日獲委任為本公司的公司秘書(「**公司秘書**」)。彼取得香港律師資格，專注於資本市場及公司財務事務。李女士畢業於倫敦政治經濟學院，取得法律碩士學位(優異)。

\* For identification purpose only

## REPORT OF THE DIRECTORS 董事會報告

The Directors are pleased to present their report and the audited consolidated financial statements of the Company and its subsidiaries for the Year.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the Company's principal subsidiaries are set out in note 18 to the consolidated financial statements.

### BUSINESS REVIEW

A review of the business of the Group during the Year and a discussion on the Group's future business development are provided in the Chairman's Statement and Management Discussion and Analysis of this report. Possible risks and uncertainties that the Group may be facing are set out in the Report of the Directors on page 18 of this report and the Corporate Governance Report on page 70 of this report.

### PRINCIPAL RISKS AND UNCERTAINTIES

#### Fluctuation in the price of gold

The Directors consider that the price of gold in the PRC is highly influenced by the price of gold in the international market (which is denominated in the USD) and the exchange rate of the USD to RMB. The Directors consider that there are many factors influencing the price of gold in the international market, including global economic situation, fiscal, monetary and trade policies of world major economies especially that of the US government and US Federal Reserve which has a direct effect to US dollars, inflation experienced in many countries, fluctuation in major stock markets, geo-political instability in the international arena, all of which are beyond the control of the Group. The fluctuation in gold price would affect significantly the operation revenue, cash flow and profitability of the Group. To mitigate and control the risk, the Group would continue to make its constant effort in controlling cash cost for production and overall cost for the Group operation, monitoring closely the commodity market and aligning its production planning, growth strategy and capital expenditure with projected market development to the extent possible.

董事欣然提呈本公司及其附屬公司本年度之董事會報告及經審核綜合財務報表。

### 主要業務

本公司之主要業務為投資控股。本公司主要附屬公司之主要業務詳情載於綜合財務報表附註18。

### 業務回顧

本集團業務於本年度之回顧及有關本集團未來業務發展之討論乃載於本報告主席報告及管理層討論及分析。本集團可能面臨之潛在風險及不確定性載於本報告第18頁之董事會報告及本報告第70頁之企業管治報告。

### 主要風險及不確定性

#### 黃金價格波動

董事認為，中國黃金價格受國際市場黃金價格（以美元計價）及美元兌人民幣匯率高度影響。董事認為，影響國際市場黃金價格的因素很多，包括全球經濟形勢、世界主要經濟體的財政、貨幣及貿易政策（特別是美國政府及美聯儲，對美元有直接影響）、多國經歷的通貨膨脹、主要股票市場波動、國際地緣政治的不穩定，且均超出本集團的控制範圍。黃金價格波動將對本集團的營運收入、現金流量及盈利能力產生重大影響。為減輕及控制風險，本集團將繼續不懈努力控制生產的現金成本及本集團營運的現金成本，密切監察商品市場及調整其生產計劃、增長策略及資本開支，以盡可能應對預期的市場發展。

## REPORT OF THE DIRECTORS 董事會報告

### Investment risks

Investments in mineral exploration and mining have its inherent risks. Significant capital expenditures are usually required for business and regulatory reasons in new exploration and sustained mine development while the results particularly those for exploration may not always be as expected or achieve the desired levels of reliability for newly found mineral reserves and resources in the timely fashion. The Group would mitigate and control such risks by conducting proper risk assessment, using third party professionals and experts and adopting the best practices in the industry, in investment evaluation and decision-making process, including carefully planned drilling and other exploration activities, mine development and acquisition of quality mining assets.

### Government regulations

The mining activities of the Group are subject to various government policies, standards, permitting and regulations, all of which could affect the Group's operation. From time to time, there are government initiatives for the mining industry such as mining right consolidation which aims at creating larger mining areas from fragmented ones. Furthermore, the process for review and extension of the existing mining and exploration right permits, and review and approval of any new mining and production facilities have become lengthy and costly and with uncertainty. Even projects approved years ago and are already under construction can be subject to review and approval under a new set regulations and standards. The Group would mitigate and control the risks by working closely with the government agencies to negotiate the best deals in the consolidation programme and to expand its mining permitting areas to protect and maximize the Group's interests. At the same time, the Group monitors and follows the policy development closely and works on the best effort basis ahead of the anticipated changes to be prepared and to comply.

### 投資風險

對礦產勘探及採礦的投資具有固有的風險。新的礦產勘探及持續礦山開發出於業務及監管原因通常須產生重大的資本開支，而新發現的礦產處理及資源的結果可用性(尤其是勘探的結果)未必會一直會及時如期所望或會達到所期望的水平。本集團於投資評估及決策過程中將通過恰當的風險評估、委聘第三方專業人士及專家並採用業內的最佳常規(包括審慎規劃鑽探及其他勘探活動、採礦開發及收購優質礦產資源)，從而降低及控制有關風險。

### 政府法規

本集團的採礦活動須遵守多項政府政策、標準、許可及規定，其均會對本集團的營運產生影響。政府不時出台有關採礦行業的政策(如採礦權整合)，旨在將分散採礦區合併為較大的採礦區。除此之外，現有採礦及勘探權許可的更新及延續，新採礦及生產設施的審批變得冗長及昂貴且具有不確定性。儘管是多年前批准並現已在建設中的項目，亦可能須根據新的規定及標準進行審查及批准。本集團將通過與政府機構緊密合作，在合併計劃中協商最佳交易，並擴大其採礦許可範圍，以保護及最大化本集團利益，從而減輕及控制風險。與此同時，本集團密切關注政策發展，並盡力提前做好充分準備應對及遵守預期的變化。

## REPORT OF THE DIRECTORS 董事會報告

### Environmental protection

The nationwide campaign for building green mines has been part of the PRC national strategy for environmental protection. Virtually all major mining regions in the country including the county where the Group operates are included in this campaign. This involves mining permitting only at certain elevations, clear of any protective or natural reserve areas and strict enforcement of pollution control standards, minimizing adverse impacts of mining and processing activities to their surrounding natural and social environments and to geology stability, mitigating any adverse impacts from historical mining activities rehabilitation of closed mine sites and surroundings, the Xiao Qinling mountains where the Group's mine operates, have received the attention for protection from the highest level of the country's leadership. A series of new provincial and local notices, guidelines and circulars have been issued, some of which targeted specifically to the mining sector. There could be very specific requirements such as relocating accommodation of mining workers away from mining sites and site reforestation. It is expected that the regulations will be increasingly stringent. Furthermore, dedicated environmental inspections for mining become a routine practice by the environmental authorities. It has occurred in the past including the reporting period and will likely to occur in the future, that during the inspection all mines Tongguan County may be required to shut down even Group's mine was not a direct enforcement target. A series of requirements for improvement in environmental protection in the region as well as all the mines were raised as a result of the inspection. Enforcement of these environmental policies and standards may cause an increase in operating costs and in temporary interruption of the Group's normal production activities. The Group has a policy to protect the natural and social environments and to be in full compliance with all applicable policies and standards. The Group has and will continue to take pre-active measures, reserve sufficient financial and material resources, enhance management team and improve planning and procedures to ensure compliance.

### 環境保護

開展全國性綠色礦山建設環保運動已成為國家環境保護戰略的一部分。包括本集團運營所在的縣區在內的幾乎所有礦區均涉及此項運動。這包括僅允許在某些海拔進行採礦，遠離任何保護或自然保護區及嚴格執行污染控制標準，盡量減少採礦及加工活動對其周圍自然及社會環境的不利影響，並保持地質穩定性，減輕歷史採礦活動的不利影響及修復已關閉礦區及周圍環境。尤其是本集團礦山經營所在地小秦嶺山脈的保護已受到國家最高領導層的關注。發佈了一系列新的專門針對採礦業的省級和地方通知、指引及通告，當中部分專門針對採礦業。可能會制定非常具體的規定，例如將採礦工人居住設施遷出礦區及重新造林。預期有關規定將會更加嚴苛。此外，對採礦業進行專門的環境檢查已成為環保部門的例行常規。過去(包括報告期)曾發生過且未來可能會發生的情況，即使本集團礦山並非直接執法對象，但在檢查期間，潼關縣所有礦山都可能被要求關閉生產。通過檢查，提出了該地區以及所有礦山改善環境保護的一系列要求。執行這些環境政策及標準可能會導致運營成本的增加以及本集團正常生產活動的暫時中斷。本集團制定了保護自然及社會環境的政策，並完全遵守所有適用的政策及標準。本集團已經並將繼續採取預先措施，儲備充足的財力及物力，加強管理團隊，完善計劃和程序，以確保合規。

## REPORT OF THE DIRECTORS 董事會報告

### Financial risks

The Group requires sufficient funding for its working capital, debt repayment, further development and planned acquisitions. On 17 May 2022, the Company completed a rights issue raising fund to cover the Company's then debts and operating costs for the following 18 months. This significantly improved the Company's financial positions. Sufficient funding and cashflow are critical to the Group's operation, development and growth, as well as to meeting the Group's financial obligations. The Group will continue its effort to better manage its finance through both internal operation by expanding its revenue base and enhance its profitability and through fund raising as and if needed. Implementing the Company business plan for growth and proper management of Group's cash flow and achieving the corporate revenue and profit goals through continued growth are fundamental to the Group's financial health and to control the financial risks.

### COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the Year and up to the date of this report, the Group has complied with all the relevant laws and regulations in the Cayman Islands, Hong Kong and the People's Republic of China in all material respects for the business operations of the Group.

### 財務風險

本集團需要足夠資金用於其營運資金、償還債務、進一步發展及計劃收購。於二零二二年五月十七日，本公司完成供股，籌集了資金償付本公司當時債務及用於未來18個月的經營成本。這顯著改善了本公司的財務狀況。充足的資金及現金流量對本集團營運、發展及增長，以及履行本集團財務責任而言至關重要。本集團將繼續致力於透過內部營運擴大收益基礎，提升盈利能力以及透過按需集資來完善財務管理。落實本公司業務增長計劃、妥當管理本集團現金流，並透過持續增長實現公司收益和盈利目標對本集團財務健康和控制財務風險而言至關重要。

### 遵守相關法律及法規

於本年度及直至本報告日期，本集團已就本集團之業務經營在所有重大方面遵守全部開曼群島、香港及中華人民共和國相關法律及法規。

## REPORT OF THE DIRECTORS 董事會報告

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group's environmental policies are to protect the natural and social environment where the Group operates, to ensure full compliance with all applicable regulatory requirements and standards, and to be sustainable in the Group's operations. The Group strives to minimize potential adverse environmental impacts from its mining, ore processing, tailing disposal and other production and operation activities. This objective for protecting the environment during the Group's operations will be achieved by adopting effective and proactive, where appropriate, measures, including but not limited to, upfront impact assessment for any and all new projects, careful planning and execution of production activities with considerations for environmental protection, control and gradually reducing green house gas emissions in line with the national carbon peak by 2030 and carbon neutral strategies by 2060, collection and treatment of waste from all streams and sources, recycling and reuse of treated waste where possible, minimization of environmental discharge, rehabilitating areas affected by the Group's mining activities and endorsing community participation and feedback, etc.

During the Year, the Group had not been the subject of any environmental claims, lawsuits, penalties or disciplinary actions.

### RESULTS

The results of the Group for the Year are set out in the consolidated statement of profit or loss and other comprehensive income on page 97.

### SEGMENT INFORMATION

Segment information of the Group is set out in note 6 to the consolidated financial statements.

### DIVIDEND

The Board does not recommend the payment of any dividend for the Year (2022: Nil).

### 環境政策及表現

本集團的環境政策是為保護本集團經營所在地的天然及社會環境、確保全面遵守所有適用監管規定及準則及讓本集團在營運中實現可持續發展。本集團致力於將其採礦、選礦、尾礦處理及其他生產及經營活動的潛在負面環境影響降至最低。在本集團營運過程中保護環境的目標將透過採納積極有效的適當措施實現，該等措施包括但不限於，對任何或全部新項目進行前期影響評估、在考量環境保護的前提下謹慎規劃和執行生產活動、按照國家到二零三零年碳達峰和到二零六零年碳中和戰略控制並逐步減少溫室氣體排放、收集及處理所有源頭的廢物、盡量回收及重用經過處理的廢物、盡量減少向環境排污、復原受本集團開採活動影響的地區及支持社區參與和反饋等。

於本年度，本集團並無面臨任何環境索償、訴訟、罰款或紀律處分。

### 業績

本集團於本年度之業績載於第97頁之綜合損益及其他全面收益表。

### 分部資料

本集團的分部資料載於綜合財務報表附註6。

### 股息

董事會不建議就本年度派付任何股息(二零二二年：無)。

## REPORT OF THE DIRECTORS 董事會報告

### FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements of the Company, is set out on page 220. This summary does not form part of the audited consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 15 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 32 to the consolidated financial statements.

### EQUITY-LINKED AGREEMENTS

Save as disclosed in the section headed "Share Option Scheme" and "Convertible Bonds" of this report and note 29 and note 35 to the consolidated financial statements, no equity-linked agreement was entered into by the Company during the Year.

### PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association and laws of the Cayman Islands.

### AUDIT COMMITTEE

The audited consolidated financial statements of the Company for the year ended 31 March 2023 had been reviewed by the audit committee of the Company (the "Audit Committee") before they were duly approved by the Board under the recommendation of the Audit Committee.

### 五年財務概要

本集團摘錄自本公司經審核綜合財務報表之上五個財年之經刊發業績以及資產及負債之概要載於第220頁。該概要並不構成經審核綜合財務報表之一部分。

### 物業、廠房及設備

本集團之物業、廠房及設備於本年度之變動詳情載於綜合財務報表附註15。

### 股本

本公司之股本於本年度之變動詳情載於綜合財務報表附註32。

### 股份掛鈎協議

除本報告「購股權計劃」及「可換股債券」各節所披露者及綜合財務報表附註29及附註35所披露者外，本公司於本年度並無訂立股份掛鈎協議。

### 優先購買權

本公司之組織章程細則以及開曼群島法例並無優先購買權條文。

### 審核委員會

於董事會根據本公司審核委員會(「審核委員會」)推薦正式批准前，審核委員會已審閱本公司截至二零二三年三月三十一日止年度之經審核綜合財務報表。



## REPORT OF THE DIRECTORS 董事會報告

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective close associates (as defined in GEM Listing Rules) had an interest in a business which competes or may compete with the business of the Group during the Year.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

### RESERVES

Details of movements in the reserves of the Company and of the Group during the Year are set out in note 33(a) to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

### DISTRIBUTABLE RESERVES

As at 31 March 2023, there were no Company's reserves available for distribution to shareholders.

### MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for approximately 100% of the total sales for the Year and sales to the largest customer accounted for approximately 100%. Purchases from the Group's five largest suppliers accounted for approximately 100% of the total purchases for the Year and purchases from the largest supplier accounted for approximately 49.5%.

None of the Directors or any of their close associates (as defined in the GEM Listing Rules) or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company's total number of issued Shares) had any beneficial interest in the Group's five largest customers or suppliers during the Year.

### 董事於競爭業務之權益

概無董事或彼等各自之緊密聯繫人(定義見GEM上市規則)於本年度於與本集團業務構成競爭或可能構成競爭之業務中擁有權益。

### 購買、出售或贖回上市證券

於本年度，本公司及任何其附屬公司概無購買、出售或贖回任何本公司上市證券。

### 儲備

於本年度，本公司及本集團儲備變動之詳情分別載於綜合財務報表附註33(a)以及綜合權益變動表。

### 可供分派儲備

於二零二三年三月三十一日，本公司概無可供分派予股東的儲備。

### 主要客戶及供應商

於本年度，本集團五大客戶之銷售額佔本年度總銷售額之約100%，而最大客戶之銷售額佔約100%。本集團五大供應商之採購額佔本年度總採購額之約100%，而最大供應商之採購額佔約49.5%。

於本年度，董事、任何彼等之緊密聯繫人(定義見GEM上市規則)或據董事所知擁有本公司已發行股份總數目5%以上之任何股東概無擁有本集團五大客戶或供應商之任何實益權益。

## REPORT OF THE DIRECTORS 董事會報告

### DIRECTORS AND SERVICE CONTRACTS

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

#### Executive Directors

Dr. Li Dahong

Ms. Ma Xiaona

#### Independent Non-Executive Directors

Mr. Guo Wei

Mr. Lam Albert Man Sum

Mr. Cheung Wai Hung

Each of Dr. Li Dahong and Mr. Cheung Wai Hung, has entered into a service contract with the Company for a term of three years commencing from 27 September 2021.

Mr. Lam Albert Man Sum, has entered into a service contract with the Company for a term of three years commencing from 28 September 2020.

Each of Ms. Ma Xiaona and Mr. Guo Wei, has entered into a service contract with the Company for a term of three years commencing from 22 September 2022.

The term of service of a Director is subject to the provisions on retirement by rotation of Directors as set out in the articles of association of the Company.

None of the Directors who are proposed for re-election at the annual general meeting has an unexpired service agreement with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### 董事及服務合約

以下為於本年度及直至本報告日期之董事名單：

#### 執行董事

李大宏博士

馬曉娜女士

#### 獨立非執行董事

郭瑋先生

林聞深先生

張偉雄先生

李大宏博士及張偉雄先生已各自與本公司訂立服務合約，任期由二零二一年九月二十七日起計為期三年。

林聞深先生已各自與本公司訂立服務合約，任期由二零二零年九月二十八日起計為期三年。

馬曉娜女士及郭瑋先生已與本公司訂立服務合約，任期由二零二二年九月二十二日起計為期三年。

董事的服務年期受本公司組織章程細則所載的董事輪值退任條文所規限。

於股東週年大會上膺選連任的董事，概無與本公司訂立本公司不可於一年內免付賠償(法定補償除外)終止的服務協議。

## REPORT OF THE DIRECTORS 董事會報告

### BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of Directors and senior management are set out on page 14.

### MANAGEMENT CONTRACTS

No contract for the management and administration of the whole or any substantial part of the business of the Company had been entered into or existed during the Year.

### PERMITTED INDEMNITY PROVISION

During the Year and up to the date of this report, the Company has in force the permitted indemnity provisions which are provided for in the articles of association of the Company and in the directors and officers liability insurance maintained for the Group in respect of potential liability and costs associated with legal proceedings that may be brought against the Directors and the directors of the Group respectively.

### DIRECTORS' REMUNERATION

Details of the Directors' remuneration are set out in note 12 to the consolidated financial statements.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No Director nor entity connected with a Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to which the Company or any of its subsidiaries was a party during the Year.

### 董事及高級管理層履歷詳情

董事及高級管理層履歷詳情載於第14頁。

### 管理合約

於本年度，本公司並無訂立或存在與本公司的全部或任何重大部分業務有關的管理及行政合約。

### 獲准許的彌償條文

於本年度及截至本報告日期，就董事及本集團董事分別可能面對的法律訴訟而產生的潛在責任及費用，本公司備有獲准許的彌償條文，該等條文均載於本公司之公司細則以及本集團投保之董事及高級管理人員責任保險內。

### 董事薪酬

有關董事薪酬之詳情載於綜合財務報表附註12。

### 董事於重大交易、安排及合約之權益

於本年度並無董事或與董事有關連的實體直接或間接於本公司或其任何附屬公司訂立之任何重大交易、安排或合約中擁有重大權益。

## REPORT OF THE DIRECTORS 董事會報告

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

As at 31 March 2023, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") which were recorded in the register required to be kept under section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Required Standard of Dealings") were as follows:

### 董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於二零二三年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債權證中，擁有記入根據證券及期貨條例第352條須存置之登記冊內，或根據GEM上市規則第5.48條至第5.67條所定之買賣必守標準（「買賣必守標準」）須另行知會本公司及聯交所之權益及淡倉如下：

Name of Directors	Nature of interest	Number of ordinary shares of the Company interested	Number of underlying ordinary shares of the Company	Approximate percentage of shareholding
董事姓名	權益性質	擁有權益的本公司普通股數目	持有的本公司普通股數目	概約持股百分比
Dr. Li Dahong 李大宏博士	Beneficial owner 實益擁有人	–	23,948,516 (Note 1) (附註1)	0.40%
Ms. Ma Xiaona 馬曉娜女士	Beneficial owner 實益擁有人	–	20,954,950 (Note 1) (附註1)	0.35%

## REPORT OF THE DIRECTORS 董事會報告

Name of Directors 董事姓名	Nature of interest 權益性質	Number of ordinary shares of the Company interested 擁有權益的 本公司普通股數目	Number of underlying ordinary shares of the Company 持有的本公司 普通股數目	Approximate percentage of shareholding 概約持股 百分比 %
Mr. Cheung Wai Hung 張偉雄先生	Beneficial owner 實益擁有人	–	2,993,564 (Note 1) (附註1)	0.05%
Mr. Guo Wei 郭瑋先生	Beneficial owner 實益擁有人	–	2,993,564 (Note 1) (附註1)	0.05%
Mr. Lam Albert Man Sum 林聞深先生	Beneficial owner 實益擁有人	–	2,993,564 (Note 1) (附註1)	0.05%
		–	53,884,158	0.90%

Note:

- Such interest was in the form of share options which granted on 29 September 2022.

附註：

- 該權益以二零二二年九月二十九日授予的購股權的形式出現。

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its holding companies, subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 董事購買股份或債權證之權利

於本年度任何時間，概無任何董事或彼等各自配偶或未成年子女獲授予透過購買本公司股份或債權證的方式獲得權益的權利，彼等亦無行使任何該等權利；或本公司或其任何控股公司或其任何附屬公司及同系附屬公司亦無訂立任何安排，而令董事有權購買任何其他實體的該等權利。

## REPORT OF THE DIRECTORS 董事會報告

### INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES AND UNDERLYING SHARES

So far as is known to any Director or chief executives of the Company, as at 31 March 2023, the following persons (other than the Directors and chief executives of the Company whose interests are set out in the section “Directors’ and chief executives’ interests and short positions in Shares, underlying shares and debentures” above) had an interest or short position in the Shares or underlying shares which were recorded in the register required to be kept under Section 336 of the SFO:

### 主要股東於股份及相關股份之權益及淡倉

就各董事或本公司主要行政人員所知，於二零二三年三月三十一日，以下人士（董事及本公司主要行政人員除外，彼等之權益已載於上文「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」一節）於股份或相關股份中，擁有記入根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

#### Long Positions in Shares and Underlying Shares of the Company

於本公司股份及相關股份之好倉

Name	Capacity	Number and class of securities		
		Shares	Underlying Shares	Approximate % of the issued Shares
姓名／名稱	身份	證券數目及類別 股份	相關股份	佔已發行股份之 概約百分比
Ma Qianzhou (“Mr. Ma”) 馬乾洲(「馬先生」)	Beneficial owner 實益擁有人	4,029,354,894	–	67.30%
	Interest of spouse 配偶權益	179,613,860 (Note 1) (附註1)	–	3.00%
Zhao Yuebing 趙悅冰	Beneficial owner 實益擁有人	179,613,860	–	3.00%
	Interest of spouse 配偶權益	4,029,354,894 (Note 1) (附註1)	–	67.30%

Note:

1. Mr. Ma is the spouse of Ms. Zhao Yuebing. Mr. Ma and Ms. Zhao Yuebing is accordingly deemed to be interested in the Shares beneficially owned by each other under the SFO.

附註：

1. 馬先生為趙悅冰女士之配偶。因此，馬先生及趙悅冰女士根據證券及期貨條例被視為於彼此實益擁有之股份中擁有權益。

## REPORT OF THE DIRECTORS 董事會報告

Save as disclosed above, as at 31 March 2023, the Company had not been notified of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the Shares or underlying shares which were required to be kept under Section 336 of the SFO.

### SHARE OPTION SCHEME

At an extraordinary general meeting of the shareholders of the Company held on 27 September 2021, the Company adopted a share option scheme (the “**Share Option Scheme**”). The Share Option Scheme shall remain in force for a period of ten years commencing on that date, subject to early termination by the Company in general meeting.

To enable the Company to motivate more persons to make contribution to the Group and recruit additional talents to serve the Group in attaining the long term objectives of the Company, the Share Option Scheme has been adopted with a broader categories of eligible participants, including full time and part time employee, consultant, adviser, agent, contractor, customer, supplier and shareholder of the Group (the “**Participants**”). Under the terms of the Share Option Scheme, the directors of the Company may determine the grant of any options to the Participants to subscribe for ordinary shares in the capital of the Company.

The overall limit on the number of shares which may be issued upon exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes must not, in aggregate, exceed 30% of shares of the Company in issue from time to time. The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company, including both exercised and outstanding options, to each Participant in any twelve month period must not exceed 1% of the then total issued share capital of the Company (the “**Individual Limit**”). Any further grant of options in excess of the Individual Limit must be subject to shareholders’ approval in general meeting of the Company with such Participant and his associates (as defined in the GEM Listing Rules) abstaining from voting.

除上文所披露者外，於二零二三年三月三十一日，本公司並無獲知會有任何其他人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有權益或淡倉而須記入根據證券及期貨條例第336條存置之登記冊內。

### 購股權計劃

於本公司股東在二零二一年九月二十七日舉行的股東特別大會上，本公司採納一項購股權計劃(「**購股權計劃**」)。購股權計劃於該日起的十年期間內一直有效，惟可由本公司於股東大會上提前終止。

為令本公司能夠激勵更多人士為本集團作出貢獻並招募更多人才為本公司服務，以達至本公司的長期目標，採納的購股權計劃規定了更為廣泛的合資格參與者類別，包括本公司全職及兼職僱員、顧問、諮詢師、代理、承包商、客戶、供應商及股東(「**參與者**」)。根據購股權計劃條款，本公司董事可決定向參與者授出任何購股權，以認購本公司股本中的普通股。

根據購股權計劃及其他購股權計劃授出但尚未行使的所有購股權獲行使後可予發行的股份數目整體限額，合共不得超過本公司不時已發行股份的30%。在任何12個月期間內每名參與者獲授根據購股權計劃及本公司任何其他購股權計劃授出之購股權(包括已行使或尚未行使之購股權)予以行使時已發行及將予發行之股份總數，不得超過本公司當時已發行股本總額1%(「**個別限額**」)。凡進一步授予超過個別限額的購股權，須於本公司股東大會上尋求股東批准，於會上該參與者及其聯繫人士(定義見GEM上市規則)必須放棄投票。

## REPORT OF THE DIRECTORS 董事會報告

An option may be exercised in accordance with the terms of the Share Option Scheme at any time from the date of grant of the option to the date of expiry of the option as determined and notified by the directors of the Company to each grantee but may not be exercised after the expiry of ten years from the date of grant. The subscription price of the shares in respect of any particular option granted under the Share Option Scheme shall be such price as the board of directors of the Company, in its absolute discretion, shall determine and notify the Participant, save that such price must be at least the higher of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date grant; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's shares.

The movements in share options granted under the Scheme during the years ended 31 March 2023 are shown below:

購股權可於授出購股權之日起至購股權屆滿之日（按本公司董事所釐定及向各承授人所通知者）任何時候根據購股權計劃條款行使，惟不可於授出之日起滿十年後行使。根據購股權計劃授出的任何特定購股權，其所涉及股份的認購價應為本公司董事會全權酌情釐定並通知參與者的價格，惟該價格必須最少為下列三者中的較高者：(i)聯交所每日報價表於授出日期所報本公司股份的收市價；(ii)本公司股份於緊接授出日期前五個營業日之平均收市價（以聯交所每日報價表所載者為準）；及(iii)本公司股份的面值。

截至二零二三年三月三十一日止歷年裡，購股權計劃下授出之購股權的變動載列如下：

Name of category of participants	Number of share options 購股權數目							At 31 March 2023 截至二零二三年三月三十一日	Date of granted 授予日期	Validity period 有效期	Exercise price of share options HK\$ per share 購股權行權價 港元/股	Note 附註
	At 1 April 2022 截至二零二二年四月一日	Granted during the year 於年內授出	Exercised during the year 於年內行使	Expired during the year 於年內到期	Reclassified during the year 於年內重新分類	Lapsed during the year 於年內終止						
<b>Director</b> <b>董事</b>												
Li Dahong 李大宏	-	23,948,516	-	-	-	-	23,948,516	29-9-22	29-9-22-28-9-32	0.252	1	
Ma Xiaona 馬曉娜	-	20,954,950	-	-	-	-	20,954,950	29-9-22	29-9-22-28-9-32	0.252	1	
Guo Wei 郭瑋	-	2,993,564	-	-	-	-	2,993,564	29-9-22	29-9-22-28-9-32	0.252	1	



## REPORT OF THE DIRECTORS 董事會報告

Name of category of participants	Number of share options 購股權數目							Date of granted	Validity period	Exercise price of share options HK\$ per share	Note
	At 1 April 2022 截至 二零二二年 四月一日	Granted during the year 於年內授出	Exercised during the year 於年內行使	Expired during the year 於年內到期	Reclassified during the year 於年內 重新分類	Lapsed during the year 於年內終止	At 31 March 2023 截至 二零二三年 三月三十一日				
Lam Albert Man Sum 林聞深	-	2,993,564	-	-	-	-	2,993,564	29-9-22	29-9-22-28-9-32	0.252	1
Cheung Wai Hung 張偉雄	-	2,993,564	-	-	-	-	2,993,564	29-9-22	29-9-22-28-9-32	0.252	1
Sub-total 小計	-	53,884,158	-	-	-	-	53,884,158				
Employees in aggregate 員工累計	-	19,584,000	-	-	-	-	19,584,000	24-5-22	24-5-22-23-5-32	0.088	2
	-	5,987,128	-	-	-	-	5,987,128	29-9-22	29-9-22-28-9-32	0.252	1
	-	25,571,128	-	-	-	-	25,571,128				
<b>Consultant 顧問</b>											
Billion Winning Holdings Ltd. 億榮集團有限公司	-	9,792,000	-	-	-	-	9,792,000	24-5-22	24-5-22-23-5-32	0.088	2
	-	89,247,286	-	-	-	-	89,247,286				

Notes:

- For all share options granted on 29 September 2022, the first 30% of the total options can be exercised 3 years after the date of grant, and second 30% of the total options will become exercisable in subsequent year. For the remaining options, 40% can be exercised 5 years after the date of grant.
- For all share options granted on 24 May 2022, the options can be exercised 3 years after the date of grant.

附註：

- 就二零二二年九月二十九日授出的全部購股權而言，全部購股權的首30%可於授出日期起3年後行權，全部購股權的後30%可於隨後年度行使。就餘下的購股權而言，40%可於授出日期起5年後行使。
- 就二零二二年五月二十四日授出的全部購股權而言，購股權可於授出日期起3年後行權。

## REPORT OF THE DIRECTORS 董事會報告

### RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken in the usual course of business are set out in note 38 to the consolidated financial statements.

Loans from Mr. Ma and Ms. Zhao Yuebing, directors of Taizhou Mining and thus connected persons of the Group, to Taizhou Mining and to the Company were fully exempt connected transactions pursuant to Chapter 20 of the GEM Listing Rules as those were conducted on normal commercial terms or better and were not secured by the assets of the Group.

The Directors consider that those material related party transactions disclosed in note 38 to the consolidated financial statements did not fall under the definition of “connected transactions” or “continuing connected transactions” (as the case may be) in Chapter 20 of the GEM Listing Rules which are required to comply with any of the reporting, announcement or independent Shareholders’ approval requirements under the GEM Listing Rules. The Directors confirmed that the Company has complied with the requirements in accordance with Chapter 20 of the GEM Listing Rules.

### EMOLUMENT POLICY

The Group remunerates its employees based on their performance, experience and prevailing market rate. Other employee benefits included provident fund scheme, share option scheme as well as discretionary bonuses. The determination of emoluments of the directors of the Company had taken into consideration of their respective experience, responsibilities in the Company and the prevailing market conditions.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company’s total number of issued Shares was held by the public as at the date of this report.

### EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 4(x) to the consolidated financial statements and this report, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 31 March 2023 and up to the date of approval of this report.

### 關連人士交易

日常業務過程中進行之關連人士交易之詳情載於綜合財務報表附註38。

根據GEM上市規則第20章，馬先生及趙悅冰女士（太洲礦業之董事，因此為本集團之關連人士）授予太洲礦業及本公司之貸款為完全獲豁免關連交易，原因為該等貸款按一般或更佳之商業條款進行且並無由本集團資產作抵押。

董事認為於綜合財務報表附註38披露之該等重大關聯交易並不符合GEM上市規則第20章「關連交易」或「持續關連交易」（視情況而定）之定義，而須遵守GEM上市規則項下的任何申報、公佈或獨立股東批准規定。董事確認本公司已遵守根據GEM上市規則第20章之規定。

### 薪酬政策

本集團根據僱員之表現、經驗及當前市場比率釐定僱員之薪酬。其他僱員福利包括公積金計劃、購股權計劃以及酌情花紅。釐定本公司董事薪酬時考慮彼等各自之經驗、於本公司之職責及當前市況。

### 充足的公眾持股量

根據本公司於公開渠道所得的資料及據董事所知，本公司於本報告日期的已發行股份總數的至少25%乃由公眾持有。

### 報告期後事項

除綜合財務報表附註4(x)及本報告所披露者外，於二零二三年三月三十一日及直至本報告批准日期，董事並不知悉有任何須予以披露的重大事項。

## REPORT OF THE DIRECTORS 董事會報告

### USE OF PROCEEDS

The actual net proceeds raised from the Rights Issue was approximately HK\$152.9 million. Up to the date of this report, the Group has utilised the net proceeds as follows:

### 所得款項用途

來自供股之實際所得款項淨額為約152,900,000港元。截至本報告日期，本集團已動用所得款項淨額如下：

		Intended use of net proceeds as stated in the Prospectus 載於供股 章程內之 所得款項淨額 擬定用途 HK\$'000 千港元	Actual use of net proceeds up to the date of this report 直至 本報告日期 所得款項淨額 實際用途 HK\$'000 千港元	Unutilised net proceeds up to the date of this report 直至 本報告日期 未動用所得 款項淨額 HK\$'000 千港元	Expected timeline for the intended use 擬定用途之 預期時間表
Redemptions of Convertible bonds	贖回可換股債券	30,100	30,100	-	Utilised as intended 按預期動用
Repayment loans from Ms. Zhao	償還來自趙小姐的貸款	55,500	55,500	-	Utilised as intended 按預期動用
Repayment of other indebtedness	償還其他債務	38,500	11,499	27,001	On or before 31 December 2023 於二零二三年 十二月三十一日 或之前
General working capital	一般營運資金	28,800	25,751	3,049	On or before 30 November 2023 於二零二三年 十一月三十日 或之前
		152,900 (Note 1) (附註1)	122,850	30,050 (Note 2) (附註2)	

#### Notes:

- The details of Rights Issue are set out in the Company's Prospectus dated 21 April 2022 and the announcements dated 2 November 2021, 10 April 2022 and 17 May 2022.
- The unutilised net proceeds including pledged deposits HK\$20 million in bank.

#### 附註：

- 有關供股之詳情載於本公司日期為二零二二年四月二十一日之供股章程，以及日期為二零二一年十一月二日、二零二二年四月十日及二零二二年五月十七日之公告。
- 未動用所得款項淨額包括銀行已質押存款20,000,000港元。

## REPORT OF THE DIRECTORS 董事會報告

### AUDITOR

The consolidated financial statements for the Year were audited by McM (HK) CPA Limited.

McM (HK) CPA Limited was appointed as auditor to the Group on 3 April 2020 to fill the casual vacancy occasioned by the resignation of GI CPA Limited with effect from 2 April 2020. The reason for the change of auditor was that GI CPA Limited no longer intended to carry out accounting and audit services in Hong Kong and has ceased to be a certified public accountant and Public Interest Entity auditor with the Hong Kong Institute of Certified Public Accountants.

McM (HK) CPA Limited term of office as auditor of the Company will expire at end of the forthcoming annual general meeting of the Company.

On behalf of the Board

**Li Dahong**

*Chairman*

Hong Kong, 28 June 2023

### 核數師

本年度之綜合財務報表已經長盈(香港)會計師事務所有限公司審核。

長盈(香港)會計師事務所有限公司於二零二零年四月三日獲委任為本集團之核數師，以填補智盈會計師事務所有限公司於二零二零年四月二日起辭任造成之臨時空缺。變更核數師之原因為智盈會計師事務所有限公司不擬再於香港提供會計及審核服務，並已不再為香港會計師公會之執業會計師及公眾利益實體核數師。

長盈(香港)會計師事務所有限公司擔任本公司核數師的任期將於應屆本公司股東週年大會結束時屆滿。

代表董事會

主席

李大宏

香港，二零二三年六月二十八日

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### OBJECTIVES

The board of directors (the “**Board**”) of Grand T G Gold Holdings Limited (the “**Company**”) is pleased to present the environmental, social and governance report which is prepared in accordance with Environmental, Social and Governance Reporting Guide (the “**ESG Guide**”) set out in Appendix 20 to the GEM Listing Rules. The Board has reviewed and approved the report and is pleased to present the measures and activities in the environmental, social and governance (“**ESG**”) aspect of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 March 2023.

### GOVERNANCE STRUCTURE

#### Board’s oversight of ESG issues

The Board has a primary role in overseeing the Group’s ESG issues. In 2023, the Board, the management and the ESG Working Team evaluated the impacts of ESG-related risks on the operation and formulated ESG-related policies in dealing with relevant risks. The oversight of the Board is to ensure that the management and the ESG Working Team have all the right tools and resources to oversee the ESG issues.

To demonstrate the Group’s commitment on transparency and accountability, the management and the ESG Working Team will review and evaluate the Group’s performance in respect of ESG issues and report to the Board regularly.

The Board is primarily responsible for reviewing and supervising the ESG process and risk management of the Group. In 2023, the ESG governance and ESG-related issues were reviewed at regular meetings.

### 宗旨

大唐滙金控股有限公司(「**貴公司**」)之董事會(「**董事會**」)欣然呈列根據GEM上市規則所載的附錄20環境、社會及管治報告指引(「**環境、社會及管治指引**」)編製《環境、社會及管治報告》。董事會已審閱並批准該報告，並欣然呈列 貴公司及其附屬公司(統稱「**貴集團**」)截至二零二三年三月三十一日止年度(「**二零二三年度**」)的環境、社會及管治(「**ESG**」)範疇的措施及活動。

### 管治架構

#### 董事會對環境、社會及管治事宜的監督

董事會在督導 貴集團的ESG事宜方面擔當主要角色。於二零二三年度，董事會、管理層與負責ESG事宜的員工評估ESG相關風險對營運的影響，並制定ESG相關政策以處理相關風險。董事會的督導確保管理層及負責ESG事宜的員工擁有一切合適的工具及資源，以便督導ESG事宜。

為展示 貴集團對透明度及問責性的承擔，管理層及負責ESG事宜的員工會檢討及評估 貴集團在ESG事宜的表現並定期向董事會匯報。

董事會主要負責檢討及監督 貴集團的ESG流程以及風險管理。於二零二三年度，已於定期會議上檢討ESG的治理情況及ESG相關事宜。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### The Board's ESG management approach and strategy for material ESG-related issues

In order to deeply understand the opinions and expectations of different stakeholders on the ESG issues, materiality assessment of the Group is conducted annually. The Group ensures various platforms and channels of communication are used to reach, listen and respond to our key stakeholders. Through general communication with stakeholders, the Group is able to understand the expectations and concerns from its stakeholders. The feedback obtained allows the Group to make more informed decisions, and to better assess and manage the resulting impacts of the business decisions.

The Group has evaluated the materiality of ESG aspects through the following steps: (i) identification of ESG issues by the Group; (ii) prioritisation of key ESG aspects with stakeholder engagement; and (iii) validation and determination of material ESG issues based on the results of communication with stakeholders.

These steps can help the Group understand the degree of concern stakeholders show to each ESG issue, and enable the Board to make a more comprehensive plan for the future direction of sustainable development.

### The Board's review progress against ESG-related goals and targets

The Group will closely review the performance of the goals and targets and the progress of implementation from time to time. If the progress falls short of expectation or the business operation changes, rectification may be needed and communication about the goals and targets with key stakeholders such as employees, customers and suppliers may be conducted.

Setting strategic goals for the future that enables the Group to develop a realistic roadmap and focus on the development direction in achieving the visions. The ESG Working Team will carefully examine the attainability of the targets which should be weighed against the Group's principles and goals.

### 董事會對重大ESG相關事宜的ESG管理方法及策略

為深入地了解不同持份者對ESG事宜的意見及期望，貴集團每年進行重要性評估。貴集團確保使用各種平台及溝通渠道來接觸、聆聽及回應其主要持份者。通過與持份者進行全面溝通，貴集團得以了解其持份者的期望及關注。所獲得的反饋意見使貴集團能夠作出更明智的決策，並更好地評估及管理該等商業決策產生的影響。

貴集團已透過以下步驟評估ESG方面的重要性：(i) 貴集團識別ESG事宜；(ii) 在持份者參與下，排列關鍵ESG範疇優先順序；及(iii) 根據與持份者的溝通結果驗證及釐定重大ESG事宜。

進行該等步驟可加強了解貴集團持份者對各ESG事宜的重視程度，並使董事會對未來的可持續發展方向作出更為全面的規劃。

### 董事會對ESG相關目的與目標的進度檢討

貴集團會不時仔細檢討ESG相關目的與目標的績效及實施進度。倘進度未達預期或業務營運有變，則可能需作出修改，並與主要持份者（如僱員、客戶及供應商）就目的與目標進行溝通。

貴集團已設定未來戰略目的，使貴集團能夠制定切實可行的路向，並專注達成有關願景的發展方向。董事會會就貴集團的理念和目的作出權衡，仔細審視能否達成有關目標。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### REPORTING PRINCIPLES

The report is centred on 4 principles:

**Materiality:** Stakeholder engagement and materiality assessment are conducted regularly to identify material ESG issues, and to ensure that these issues are addressed in the report.

**Quantitative:** Data presented in this report has been collected prudently. Please refer to the environmental and social performance data for standards and methodologies used for calculation of key performance indicators.

**Balance:** Both positive and negative impacts of the business have been presented in a transparent manner.

**Consistency:** Unless otherwise stated, the disclosures, data collection and calculation methods have remained consistent throughout the years to facilitate comparability over time.

### REPORTING SCOPE

The principal activity of the Company is investment holding. Its subsidiaries are principally engaged in gold exploration, mining and mineral processing. To reduce environmental impact and create value for communities, the Group seeks every opportunity to incorporate sustainability standards and practices into all aspects of its businesses.

Tongguan Taizhou Mining Company Limited\* (潼關縣太洲礦業有限責任公司) (collectively referred to as “**Taizhou Mining**”) is the Group’s focus in the ESG Report for 2023. It is principally engaged in gold exploration, mining and mineral processing with gold concentrate as its product. In 2023, Taizhou Mining mainly completed certain mining development projects, including the excavation of approximately 2,170 meters of various tunnels, excavation of approximately 173 meters of slope supporting, excavation of approximately 260 meters of ore chute as well as excavation of approximately 651 meters for track laying and ditches.

### 匯報原則

本報告著重於4個原則：

**重要性：**定期進行持份者參與及重要性評估，以識別重大ESG事宜，並確保該等事宜反映於本報告中。

**量化：**本報告所呈列的數據乃經謹慎收集。請參閱環境和社會績效數據，以了解用於計算關鍵績效指標的標準及方法。

**平衡性：**業務所帶來的正面及負面影響均以透明方式呈列。

**一致性：**除另有說明者外，披露情況、資料搜集及計算方法於多年來一直保持一致，以便隨時進行比較。

### 匯報範圍

貴公司之主要活動為投資控股，其附屬公司主要從事黃金勘探、開採及礦物加工。為減少環境影響及為社區創造價值，貴集團把握每個機會將可持續準則及常規全方位融入各方面業務中。

潼關縣太洲礦業有限責任公司(以下統稱「**太洲礦業**」)是貴集團於二零二三年度《環境、社會及管治報告》重點關注範疇，其主要從事黃金勘探、開採及以黃金精礦為其產品的礦物加工。太洲礦業於二零二三年度主要完成各類巷道掘進約2,170米、斜坡道掘進約173米、溜礦井掘進約260米及鋪設軌道和水溝開挖約651米等若干礦業開發工程。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In addition, the Group treats social responsibility as its basic responsibility. In order to contribute to the society which the Group relies on, the Group actively participates in activities to help underprivileged communities.

The disclosures in this report are focused on the policies and performance of the aforesaid businesses in terms of 4 environmental protection aspects and 8 social responsibility aspects in 2023.

### STAKEHOLDER ENGAGEMENT

Stakeholder engagement is the core element of the Group's sustainable development. Focusing on the establishment of a regular communication mechanism for the stakeholders, the Group has set up online and offline communication channels to demonstrate to the stakeholders its strategic plans for and performance of sustainable development and to consult their opinions and needs in a timely manner, so as to fulfil their expectations.

The Group's stakeholders include the shareholders, staff, government and regulatory authorities, customers, suppliers and communities, shareholders/institutional and individual investors, etc. The Group will engage in discussions with the stakeholders about relevant issues through various channels. The relevant communication channels and stakeholders' expectations and requirements for the Group are as follows:

Stakeholders 持份者	Expectations 期望	Communications and feedbacks 溝通及反饋
Shareholders 股東	Financial results 財務業績 Information transparency 資訊透明度 Sound control over risks 完善的風險控制	Growth in profitability and ensuring in business sustainability 提高盈利能力及確保業務可持續性 Regular disclosure of information 定期信息披露 Optimisation of risk management and internal control 優化風險管理及內部監控

此外，貴集團認為社會責任是其基本職責，為了在賴以成長的社會作出貢獻，貴集團積極參與幫助弱勢社群的活動。

於二零二三年度，本報告以上述業務的4個環境保護範疇及8個社會責任範疇之政策及表現作披露。

### 持份者的參與

持份者參與是貴集團可持續發展工作的核心部分。貴集團注重與持份者建立常態化溝通機制，設立了線上及線下的溝通管道，及時向持份者闡述貴集團可持續發展戰略規劃與績效表現，諮詢各方的意見與要求，以滿足持份者的期望。

貴集團的持份者包括股東、僱員、政府及監管機構、客戶、供應商及社區、股東／機構及個人投資者等。貴集團會就議題內容透過不同管道與持份者進行溝通，相關的溝通渠道及持份者對貴集團的期望與要求如下：



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Stakeholders 持份者	Expectations 期望	Communications and feedbacks 溝通及反饋
Staff 僱員	Platform for career development 持續晉升機制 Salary and benefits 薪金及福利 Safe working environment 安全的工作環境	Providing platform for career development 提供職業發展平台 Competitive salaries and employee benefits 具競爭力的薪金及僱員福利 Provision of employee training and improvement in safety awareness 提供僱員培訓及加強安全意識
Government and regulatory authorities 政府及監管機構	Compliance with rules and regulations 遵守法例及規例 Tax payment in accordance with laws 履行稅務責任	Operational compliance 合規經營 Full payment of tax when due 按時足額納稅
Customers 客戶	Maintaining high quality products 持續交付高質量產品 Security of customer information 客戶信息安全 Protection of customers' rights and interests 客戶權利及權益保障	Ensuring the stability of product delivery 維持產品交付穩定性 Protection of customer privacy 客戶私隱保護 Marketing compliance 合規營銷
Suppliers 供應商	Cooperation with integrity 誠信合作 Business ethics and creditworthiness 商業道德及信譽	Establishment of a responsible supply chain 構建負責任的供應鏈 Performance of contracts according to the law 依法履行合約
Communities 社區	Environmental protection 環境保護 Job opportunities 就業機會	Use of environmentally friendly and energy-saving equipment 使用環保節能設備 Provision of job opportunities 提供就業職位

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

Stakeholders 持份者	Expectations 期望	Communications and feedbacks 溝通及反饋
Shareholders/institutional and individual investors 股東／機構及個人投資者	Annual general meetings and notices 股東週年大會及通知 Regular corporate publications (including financial statements) 定期的公司刊物(包括財務報表) Increase in transparency of corporate development 增加企業發展透明度	Platforms for communications with shareholders 提供與股東溝通的平台 Results announcements 業績公告 Issue of circulars and announcements in due course 於適時發出通函及公告

### MATERIALITY ASSESSMENT

In 2023, the Group conducted a comprehensive materiality assessment, which involved group discussions, interviews and questionnaire surveys with internal and external stakeholders to identify the environmental, social and operational issues which have the most significant impacts on the Company's business and the relevant issues which are of concern to the stakeholders.

With reference to the scope of disclosure as required under the ESG Reporting Guide, as well as taking into consideration its business features, the Group has identified and determined 24 issues covering greenhouse gas (“GHG”) emission, energy consumption, employee welfare, occupational health and safety, training and development, supply chain management, customer privacy, anti-corruption, and community investment and other aspects with respect to business operation.

### 重要性評估

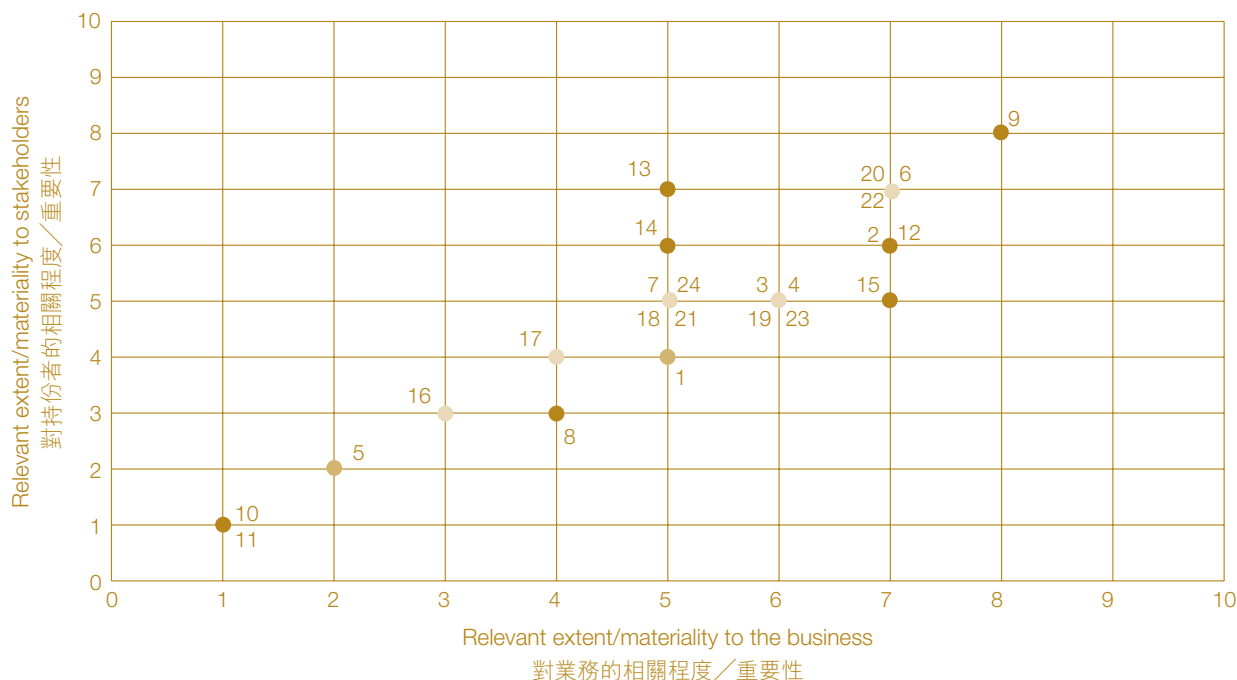
於二零二三年度，貴集團進行了全面的重要性評估。這涉及與內部及外部持份者開展小組討論、面談及進行問卷調查，以識別貴公司業務對其影響最為重大的環境、社會及營運的議題，以及與持份者切實相關的議題。

參考《環境、社會及管治報告指引》規定的披露範疇，結合貴集團業務特點，識別並確定了24項議題。有關議題涵蓋業務造成的溫室氣體排放、能源消耗、僱員福利、職業健康與安全、培訓及發展、供應鏈管理、客戶私隱、反貪污及社區投資等各方面。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

**Materiality of ESG Issues**  
 環境、社會及管治類別的重要性



**Environmental aspect**

**環境範疇**

1. GHG emission  
溫室氣體排放
2. Energy consumption and resource management  
能源消耗及資源管理
3. Water management  
水資源管理
4. Waste management  
廢棄物管理
5. Use of packaging material  
包裝物料使用
6. Impact on the environment  
對環境的影響
7. Climate change  
氣候變化
8. Community contribution  
小區貢獻

**Social aspect**

**社會範疇**

9. Occupational health and safety  
職業健康及安全
10. Child labour  
童工
11. Forced and compulsory labor  
強逼和強制勞動
12. Training and development  
培訓及發展
13. Compensation and employee benefit  
薪酬及員工福利
14. Diversify and equal opportunities  
多元化及平等機會
15. Talent attraction and retention  
吸引及挽留人才
16. Anti-corruption  
反貪污

**Operational aspect**

**營運範疇**

17. Supply chain management  
供應鏈管理
18. Supplier evaluation and selection  
供貨商的評估及選擇
19. Customer service satisfaction  
客戶服務滿意度
20. Customer privacy  
客戶私隱
21. Opinion and complaint management  
意見及投訴管理
22. Product safety and quality management  
產品安全及質量管理
23. Protection of intellectual property rights  
保護知識產權
24. Marketing and labelling  
營銷與標示

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### A. ENVIRONMENTAL

To fulfil its sustainability commitment and comply with the requirements under the laws and regulations in respect of environmental protection, the Group has been striving to reduce the impact of its operating activities on the environment.

#### A1: Emissions

The Group strives to minimise the environmental impact of its mining activities, production activities and products. Taizhou Mining is located in Tongguan County of Shaanxi Province, the gold mineralisation and production region in China. The business of the Group is governed under the Environmental Protection Law of the People's Republic of China (中華人民共和國環境保護法). Violation of relevant environmental regulations may result in temporary suspension of production.

The Group adheres to the principles of active participation and environmental responsibility. The Group not only performs its market duties, but also vigorously supports green activities and actively implements effective policies which are aimed at reducing emissions. The Group will consider purchasing more environmentally friendly machinery in case that the existing machinery is no longer available.

During 2023, the Group has no emissions of hazardous substances. No adverse comment or irregularity has been reported from internal and external control sources.

The Group has also adopted a set of CO<sub>2</sub> emission reduction management policy in order to save energy resources, reduce energy waste and improve energy efficiency. All the member companies of the Group strive to form energy saving habits. The emission reduction policy has stipulated certain guidelines, aiming to create better and cleaner environment for society.

### A. 環境

為履行 貴集團堅持可持續發展的承諾以及遵守環境保護相關法律法規的規定， 貴集團致力減少經營活動對環境的影響。

#### A1：排放物

貴集團致力減少其開採活動、生產活動及產品的環境影響。太洲礦業位於中國黃金礦化及生產地區陝西省潼關縣。 貴集團的業務受《中華人民共和國環境保護法》規管。如違反相關環境法規，或會導致生產暫停。

貴集團堅持積極參與以及對環境負責的原則。 貴集團不只履行其市場職責，同時亦大力支持綠色活動，並積極執行旨在減少排放的有效政策。 貴集團將於現有機器無法使用的情況下考慮購買更多環保型機器。

於二零二三年度， 貴集團未有任何有害物質的排放，而內部及外部控制源均無呈報任何不利意見或違規行為。

貴集團亦已採用一套二氧化碳減排管理政策，以節約能源資源、減少能源浪費及提高能源效率。 貴集團所有成員公司力爭養成節能習慣。該減排政策提出若干方針，致力為社會打造更好更清潔的環境。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Since the local legislation and standards for environmental protection are constantly updated, the Group shall assess whether these legislations and standards are relevant to the businesses of the Group and the Group's compliance status. During 2023, the Group has complied with environmental laws and regulations which were applicable to the Group's businesses. The Group will continue looking for ways to reduce CO<sub>2</sub> emission and land pollution.

During 2023, pollution factors such as nitrogen oxide ("NO<sub>x</sub>"), sulfur oxide ("SO<sub>x</sub>") and suspended particulate matters ("PM", also known as "Particles") were mainly generated from vehicles of the Company.

During the reporting period, air pollutant emissions were as follows:

Types of emission (Note 1) 排放物種類(附註1)	Unit 單位	2023 二零二三年度	2022 二零二二年度
Nitrogen oxide (NO <sub>x</sub> ) 氮氧化物(NO <sub>x</sub> )	gramme 克	10,469	10,393
Sulfur oxide (SO <sub>x</sub> ) 硫氧化物(SO <sub>x</sub> )	gramme 克	182	172
Suspended particulate matters (PM) 懸浮粒子(PM)	gramme 克	751	747

Note:

1. The emission factors used to calculate the NO<sub>x</sub>, SO<sub>x</sub> and PM are sourced from: the Hong Kong Environmental Protection Department's EMFAC-HK Vehicle Emission Calculation model and the United States Environmental Protection Agency's Vehicle Emission Modeling Software – MOBILE 6.1; and the assumptions of 80% relative humidity, a temperature of 25 degrees Celsius, an average speed of 30km/h, and include running exhaust emissions only.

由於地方環保法例及標準不斷更新，貴集團會評估該等法例及標準是否與貴集團之業務有關以及貴集團的合規情況。於二零二三年度，貴集團已遵守適用於貴集團業務之環境法律及法規。貴集團將繼續尋求減少二氧化碳排放及土地污染之方法。

於二零二三年度，氮氧化物(「NO<sub>x</sub>」)、硫氧化物(「SO<sub>x</sub>」)及懸浮粒子(「PM」，亦稱「顆粒物」)等污染因數乃主要來自公司車輛。

於報告期間，空氣污染物排放如下：

附註：

1. 用於計算NO<sub>x</sub>、SO<sub>x</sub>和PM的排放因子來自：香港環境保護署EMFAC-HK車輛排放計算模型和美國環境保護署的車輛排放建模軟件—MOBILE 6.1；並且假設相對濕度為80%，溫度為25攝氏度，平均速度為30公里／小時，僅包括運行中的廢氣排放。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Reduction target of air emissions

## 廢氣排放物的減排目標

Air emissions 廢氣排放物	Reduction target 減排目標	Baseline year 基準年	Status 狀態
Nitrogen oxide (NO <sub>x</sub> ) emission intensity 氮氧化物(NO <sub>x</sub> )排放密度	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中
Sulphur oxide (SO <sub>x</sub> ) emission intensity 硫氧化物(SO <sub>x</sub> )排放密度	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中
Particulate matters (PM) emission intensity 懸浮粒子(PM)排放密度	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中

The main sources of the Group's GHG emissions are direct emission from the mobile combustion sources ("Scope 1"), indirect emission from acquired electricity emissions ("Scope 2") and other indirect emissions ("Scope 3").

貴集團溫室氣體排放的主要來源為流動燃燒源的直接排放(「範圍1」)、所獲電力排放的間接排放(「範圍2」)及其他間接排放(「範圍3」)。

In 2023, GHG emissions were as follows:

於二零二三年度，溫室氣體排放如下：

GHG emissions 溫室氣體排放	Unit 單位	2023	2022
		二零二三年度	二零二二年度
GHG emissions (Scope 1) (Note 1) 溫室氣體排放(範圍1)(附註1)	kg of carbon dioxide equivalent ("kgCO <sub>2</sub> e") 公斤二氧化碳當量	35,819	34,044
GHG emissions (Scope 2) 溫室氣體排放(範圍2)	kgCO <sub>2</sub> e 公斤二氧化碳當量	7,024,291	7,079,975
GHG emissions (Scope 3) 溫室氣體排放(範圍3)	kgCO <sub>2</sub> e 公斤二氧化碳當量	9,346	14,706
Total GHG emissions 溫室氣體排放總量	kgCO <sub>2</sub> e 公斤二氧化碳當量	7,069,456	7,128,725
Total production 生產總量	tonne 噸	116,686	78,022
GHG intensity 溫室氣體密度	kgCO <sub>2</sub> e/per tonne of product 公斤二氧化碳當量/ 每噸單位產品	61	91

Note:

- The emissions related to electricity consumption were calculated on the basis of the emission factor of Northwest China Power Grid for 2019. Such figures have been calculated in accordance with the Reporting Guidance on Environmental KPIs.

附註：

- 電力消耗相關排放量是以二零一九年中國西北區域電網排放系數為計算基準。該等數字乃根據「環境關鍵績效指標匯報指引」計算。

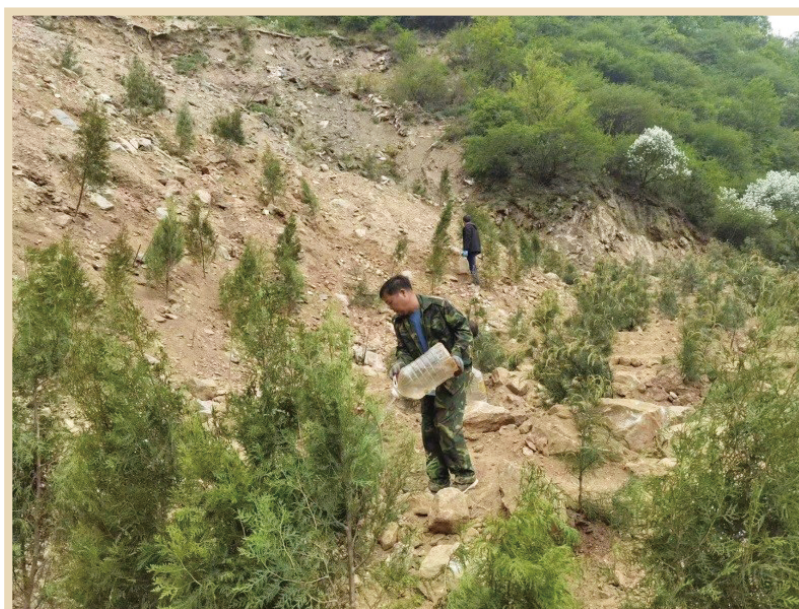
# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## Reduction target of GHG emissions

## 溫室氣體排放物的減排目標

Environmental KPI 環境關鍵績效指標	Reduction target 減排目標	Baseline year 基準年	Status 狀態
GHG emission intensity (Scope 1) 溫室氣體排放密度(範圍1)	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中
GHG emission intensity (Scope 2) 溫室氣體排放密度(範圍2)	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中
GHG emission intensity (Scope 3) 溫室氣體排放密度(範圍3)	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中

Environmental performance 環境表現	Unit 單位	2023 二零二三年度	2022 二零二二年度
Extra trees planted 額外種植的樹木	Tree 棵	8,000	16,000
Carbon dioxide reduced 所減少的二氧化碳	kgCO <sub>2</sub> e 公斤二氧化碳當量	184,000	368,000



In the year 2023, Taizhou Mining actively planted saplings in the nearby mountain areas, including locust trees, poplar trees, oil pine trees, Pinus armandii and cypress trees, which are suitable for planting in the Qinling region.

於二零二三年度，太洲礦業積極在附近山區栽種樹苗，主要品種包括槐樹、楊樹、油松樹、華山松樹及柏樹等適合在秦嶺山區種植的樹苗。

Scope 1: represents diesel and gasoline consumed by motor vehicles.

範圍1：主要指汽車所消耗的柴油及汽油。

Scope 2: represents electricity purchased from electricity suppliers.

範圍2：主要指自中國電力供應商購買的電力。

Scope 3: represents scrap papers, water consumed and indirect emissions of employees traveling by air.

範圍3：主要指消耗的廢紙，用水及僱員乘坐飛機出外公幹的間接排放。

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### **Waste micro dust management**

The Group blasts, stacks and loads and unloads ore during the production process which will produce micro dust. Therefore, the Group uses wet drilling method, ventilation machines and rock-surface cleaning regularly to control the micro dust emissions and avoid the adverse effect on the environment.

The micro dust may also be generated from the ore crushing and ore screening system. In order to control emissions of micro dust, the Group uses an automatic feeding system and wet ore brokering method to reduce the emissions of micro dust. The crushing and screening equipment is located in a fully enclosed workshop and ore storage yard is covered with a dense mesh as micro dust suppression methods.

### **Wastewater management**

Wastewater (containing mainly suspended solid from ore processing) may be produced during the production process and thus the Group has built a wastewater treatment facility at the tailing pond to collect wastewater through dedicated pipelines of wastewater produced at the two ore processing plants. Following sedimentation at the wastewater treatment facility, the wastewater can reach the relevant discharge standards. However, to reduce substantially water consumption and thus improve resource conservation, the Group recycles and reuses all its treated wastewater back to its processing plants without any direct discharge to the environment, either from the processing plants or tailing pond under the normal operating conditions.

### **微塵廢物管理**

貴集團於生產過程中需要爆破、堆砌、裝載及卸載礦石，故會產生微塵。因此，貴集團透過使用濕法鑽進方法、安裝通風機及定期清潔岩石表面，以控制微塵排放及避免對環境產生不利影響。

於碎礦及選礦系統中亦會產生微塵。為控制微塵排放，貴集團使用自動送料系統及濕礦代理法減少微塵產生。壓碎篩選機乃位於全封閉式車間，礦石堆場採用密實網格作為抑制微塵的方法。

### **廢水管理**

生產過程中可能會產生污水（主要含有礦石加工產生的懸浮固體），因此貴集團於尾礦庫建造了一個廢水處理設施，通過專用廢水管道收集兩個選礦廠產生的廢水。經廢水處理設施沉澱後，廢水可達到相關排放標準。然而，為大幅削減用水量，節約資源，貴集團將其所有經處理廢水回收再利用至選礦廠，於正常經營環境下，無論選礦廠或尾礦庫均無任何直接排放至環境中。



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The Group also has one wastewater collection sump at each of its two operating processing plants for accidental discharges in case of any accident at the plants which may result in release of wastewater. According to the environmental protection requirements promulgated by local government, the Group has built a sedimentation tank with capacity of 100 m<sup>3</sup> at the pithead of wastewater collection sump. The proper collection, treatment and recycling and reuse of wastewater in the Group help protect natural receiving water bodies and ecological environment in the surrounding areas.

The Group has invested much production cost for wastewater control and recycling to meet the Integrated Wastewater Discharge Standards (污水綜合排放標準). The wastewater only contains a small amount of harmful substances and it is in line with Integrated Wastewater Discharge Standards.

### **Non-hazardous waste management**

The mine has been in continuous production for many years. Waste mining rocks are generated during the production process. The waste mining rock of the Group was used for road paving and underground filling of mines after being crushed. The remaining waste was stockpiled in special waste rock plants. Some of the mineral processing tailings were transported for underground filling of mines after being classified and disposed. The waste rock yard set up retaining walls as required to intercept drainage facilities to prevent soil erosion and mudslides.

The Group has not generated hazardous waste during its production process. The non-hazardous waste is mainly waste mining rock. The Group also transports domestic waste to designated garbage collection station.

貴集團亦於其兩個運行中的選礦廠各設有一個廢水收集池，以收集選礦廠發生任何事故而導致廢水洩露引致的意外排放廢水。貴集團已按照當地政府環保要求，在廢水收集池口修建一座100立方米沉澱池。貴集團妥為收集、處理及回收利用廢水，有助於保護周邊地區的自然受納水體及生態環境。

貴集團在廢水控制及循環再用方面投入大量生產成本以符合《污水綜合排放標準》。廢水內僅包含少量有害物質，沒有發現不符合《污水綜合排放標準》。

### **無害廢物管理**

礦場持續生產多年。生產過程中會產生採礦廢石。貴集團的採礦廢石經破碎後用於鋪設道路及採礦井下充填，剩餘廢棄物堆存在專設的廢石堆場。選礦尾礦砂經分級處理後部分輸送到井下用於採礦井下充填。廢石堆場按照規定建立擋土牆，以截斷排水設施，以防止水土流失及泥石流。

貴集團在生產過程中沒有產生有害廢棄物，而無害廢棄物主要為採礦廢石，貴集團亦將生活垃圾送往指定的垃圾收集點。

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In 2023, the quantity of hazardous and non-hazardous wastes generated were as follows:

於二零二三年度，有害廢棄物及無害廢棄物產生量如下：

### Hazardous and non-hazardous wastes generated

所產生有害廢棄物及無害廢棄物	Unit 單位	2023 二零二三年度	2022 二零二二年度
Total quantity of hazardous wastes (Note 1) 有害廢棄物總量(附註1)	tonne 噸	N/A 不適用	N/A 不適用
Intensity of hazardous wastes (Note 1) 有害廢棄物密度(附註1)	tonne/per tonne of product 噸／每噸單位產品	N/A 不適用	N/A 不適用
Total quantity of non-hazardous wastes 無害廢棄物總量	tonne 噸	18,277	17,948
Intensity of non-hazardous wastes 無害廢棄物密度	tonne/per tonne of product 噸／每噸單位產品	0.16	0.23

Note:

- Hazardous wastes generated from gold mining and exploration business are relatively small. As such, the Group does not quantify the relevant figures.

附註：

- 黃金開採及勘探業務的有害廢棄物產生量較少，因此，貴集團並無量化有關數字。

### Reduction target of waste

### 廢棄物的減廢目標

Environmental KPI 環境關鍵績效指標	Reduction target 減廢目標	Baseline year 基準年	Status 狀態
Intensity of hazardous waste 有害廢棄物密度	N/A 不適用	N/A 不適用	N/A 不適用
Intensity of non-hazardous waste 無害廢棄物密度	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中

### Noise management

The Group makes noise primarily when operating air pumps, blowers, ball mills, crushers, belts and vibratory screens during production. The Group controls noise by applying noise-abatement equipment, basic vibration reduction methods, vibration-absorptive and soundproofing rooms and rubber lining. The positions of these noise generation equipment are also in compliance with the applicable standards for buffer distances to sensitive receptors, such as residences and villages, and thus minimising the impacts.

### 噪音管理

貴集團的噪音主要來自生產過程中氣泵、鼓風機、球磨機、壓碎機、皮帶及震動篩的運轉。貴集團採用消聲裝置、基礎減震方法、減震隔音間及橡膠內襯等降噪措施對噪音進行控制。該等噪音產生設備的位置亦符合住宅及村莊等敏感受體具有緩衝距離的適用標準，從而盡量減低影響。

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The Group also makes noise in the process of blasting. The Group considered noise pollution issues when choosing the mining area, so the Group chose the mining area which is far away from the residential areas. The Group strictly follows Emission Standard for the Noise at the Boundaries of Industrial Enterprises (工業企業廠界噪聲標準).

### **Compliance with relevant laws and regulations**

In 2023, the Group was not aware of air and GHG emissions, discharges into water source and land, or generated wastes which have a significant impact on the environment. The Group was not aware of any material violation of laws and regulations. The Group strictly complied with laws and regulations relating to emissions, such as the Environmental Protection Law of the People's Republic of China (中華人民共和國環境保護法), the Law on the Prevention and Control of Water Pollution of the People's Republic of China (中華人民共和國水污染防治法) and the Law on the Prevention and Control of Solid Waste Pollution of the People's Republic of China (中華人民共和國固體廢物環境防治法). Furthermore, no significant fine or nonmonetary sanction for non-compliance with relevant laws and regulations was imposed on the Group in 2023.

### **A2: Use of resources**

#### **Electricity, water and fossil fuel consumption**

The Group utilises resources effectively and initiatively takes its responsibilities to achieve sustainable development. The Group encourages its employees to develop environmentally responsible habits, control and reduce consumption, minimise waste and recycle useful materials.

The use of electricity, water and fossil fuel may have effect on the environment. When the Group conducts gold mining business or operates its offices, it exerts an impact on the environment through the consumption of electricity, water and fossil fuel. Nevertheless, the Group has always tried its best to reduce its energy consumption.

貴集團於爆破過程中亦會產生噪音。貴集團選擇採礦區時已考慮噪音污染問題，故貴集團選擇遠離住宅區的採礦區，並嚴格遵守《工業企業廠界噪聲標準》。

### **遵守有關法律法規**

於二零二三年度，貴集團並沒發現有關貴集團空氣及溫室氣體排放、向水源及土地之排放，以及所產生廢棄物對環境產生重大影響亦沒有發現有任何重大違反法律法規的事宜。貴集團嚴格遵守與排放物有關的法律法規，如《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》及《中華人民共和國固體廢物環境防治法》。此外，於二零二三年度亦沒有因未遵守有關法律法規而遭受大額罰款或非貨幣制裁。

### **A2：資源使用**

#### **電力、水資源及化石燃料的消耗**

貴集團有效利用資源，主動承擔實現可持續發展方面責任。貴集團鼓勵僱員養成環保習慣，控制及減少消耗，並最大限度地減少浪費及回收可用材料。

電力、水資源及化石燃料的使用均會對環境產生影響。貴集團的金礦開採業務和辦公室營運由於消耗電力、水資源及化石燃料而對環境造成影響，惟貴集團一直盡力減少能源消耗。

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The Group used 439 tonnes (2022: 291 tonnes) explosive for mining gold mineral, and the production volume was 116,866 tonnes in 2023 (2022: 78,022 tonnes).

In October 2020, the Group reconstructed the high voltage lines in its mining area and replaced equipment and lines, in order to improve production capacity of the mining area and reduce its line loss. The relevant projects have been completed and put into use in 2021. In 2023, the relevant projects have saved the Group's electricity consumption by approximately 787,300 kWh despite the substantial increase in production throughput of the mining area.

The Group has no problem in accessing to appropriate water source. The existing supply of water source can satisfy the Group's needs in the aspects of volume and quality of water and guarantee of water supply facilities. In Year 2023, the Group has implemented measures on water conservation and consumption reduction and recycling of industrial waste water.

The Group not only strictly observes the Energy Conservation Law of the People's Republic of China (中華人民共和國節約能源法), but also encourages its employees to develop resource saving and recycling habits in daily practices. To protect natural resources and increase operation efficiency, the Group closely monitors the use of resources with a view to ensuring full utilisation of resources and preventing wastage. Each department of the Group regularly reports on its use of resources and takes corrective actions for issues arisen in a timely manner.

貴集團使用439噸(二零二二年度：291噸)炸藥開採金礦物，且於二零二三年度的產量為116,866噸(二零二二年度：78,022噸)。

貴集團於二零二零年十月開始對礦區的高壓線路進行改造及更換設備及線路，以提升礦區的生產能力及降低線路損耗，相關工程已於二零二一年內完成並正式投入使用。於二零二三年度，儘管礦區產能大幅提升，貴集團因相關工程已節省約787,300千瓦時的用電量。

貴集團在獲取合適水源方面並無問題。現有水源供應在水量、水質及供水設施保證方面均可滿足貴集團的需求。於二零二三年度，貴集團已貫徹落實節水降耗、工業廢水循環利用等措施。

貴集團不僅嚴格遵守《中華人民共和國節約能源法》，更從日常工作中培養僱員節約資源、循環再用的習慣。為保護自然資源、提高營運效率，貴集團密切留意資源使用，確保資源利用最大化，杜絕浪費。貴集團各部門定期匯報資源使用狀況，並針對問題及時作出整改行動。

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The following consumption data was recorded in 2023 for gold mining business:

於二零二三年度錄得就開採金礦物業務的消耗數據如下：

Environmental performance 環境表現	Unit 單位	2023 二零二三年度	2022 二零二二年度
Electricity consumption 電力消耗	kWh 千瓦時	7,873,000	7,936,031
Fuel consumption (Note 1) 燃料消耗(附註1)	kWh 千瓦時	787,136	373,177
Total energy consumption 能源總耗量	kWh 千瓦時	8,660,136	8,309,208
Energy consumption intensity 能源消耗密度	kWh/per tonne of product 千瓦時／每噸單位產品	74	106
Water consumption 耗水量	m <sup>3</sup> 立方米	10,533	17,875
Water consumption intensity 耗水密度	m <sup>3</sup> /per tonne of product 立方米／每噸單位產品	0.09	0.23
Total packaging material used 包裝物總量	kg 公斤	N/A 不適用	N/A 不適用
Intensity of packaging material used 包裝物密度	kg/tonne 公斤／噸	N/A 不適用	N/A 不適用

Note:

- The conversion factors used to calculate the units to kWh are sourced from the Energy Statistics Manual issued by the International Energy Agency.

附註：

- 用於計算千瓦時單位的轉換系數來自國際能源署刊發的《能源統計手冊》。

### Reduction target of resources consumption

### 資源使用的節約目標

Environmental KPI 環境關鍵績效指標	Reduction target 節約目標	Baseline year 基準年	Status 狀態
Energy consumption intensity 能源消耗密度	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中
Water consumption intensity 耗水密度	Reduce 3% by 2024 於二零二四年度前減少3%	2019 二零一九年度	In progress 進行中

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### A3: Environment and natural resources

#### *Measures to reduce environmental impact*

As gold mining operators, the Group inevitably needs to extract natural resources from Taizhou Mining, thereby causing change to the ecological environment to a certain extent. The ecological impacts were mainly as a result of land occupation. As Group's mining and exploration activities are conducted in tunnels, impact on the land and forestation is limited to relatively small areas immediately surrounding the tunnel exits. The extent of the Group in extraction operation at Taizhou Mining is performed in line with market demand and the Group has not engaged in any unnecessary exploitation and production activities. The Company complies with the policies under national laws and regulations, and the Group adopts standard production methods and technology. The Company has taken measures, such as water and soil conservation, mining area plantation, etc., to reduce the impact on the natural environment.

Efficiency and environmental protection are significant concerns and difficult long-term tasks for the Group and the society as a whole. The Group strictly monitors and reviews relevant data from time to time, so as to minimise the negative effect on the environment and, at the same time, maximise its business development and operation.

### A4: Climate change

Awareness over climate change continues to grow and climate change is one of the most discussed topics among companies. The Group is no exception in increasing its awareness over the potential impact of climate change on the Group's business and operation. The Group regularly reviews global and local government policies, regulatory updates and market trends to identify potential climate-related risks that may affect the Group's business operations.

### A3 : 環境及天然資源

#### *減少環境影響的措施*

作為黃金開採商，貴集團不可避免的需要開發太洲礦業的自然資源，一定程度上造成生態環境的改變。生態影響主要是由佔用土地所致。由於貴集團的採礦和勘探活動在隧道中進行，對土地和森林的影響僅限於隧道出口的相對較小區域。貴集團根據市場需求拓展於太洲礦業的開採業務及貴集團並未進行不必要的開採及生產活動。貴公司遵守國家法律及法規下的政策，且貴集團採用標準生產方法及技術。貴公司已採取措施減少對自然環境的影響，如保護水土、礦山綠化等。

效能及環保是貴集團乃至全社會的共同關注焦點和長期艱巨任務。貴集團嚴格監控並不時審閱相關數據，竭力減少對環境的負面影響，同時最大程度地實現業務發展及營運。

### A4 : 氣候變化

大眾對氣候變化的意識不斷提高，氣候變化亦為公司間最常探討的話題之一。貴集團亦不例外，日益關注氣候變化對貴集團業務及營運的潛在影響。貴集團定期審閱全球及地方政府政策、監管更新及市場趨勢，以識別可能影響貴集團業務營運的潛在氣候相關風險。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

In accordance to the reporting framework developed by the Task Force on Climate-related Financial Disclosures, there are two major categories of climate-related risks, being the physical risks and transition risks. The Group will develop a response plan immediately such as changing the business strategy and modifying the development plan in order to reduce the negative impacts of such climate-related risks.

The Group will continuously incorporate sustainable practices in its business operations and prepare and maintain sufficient resources for managing identified climate-related risks and studying the potential remediation measures.

In 2023, there was no climate-related risk, including physical risks and transition risks, that had a significant impact on the Group.

根據氣候相關財務信息披露工作組制定的報告框架，氣候相關風險分為物理及過渡風險兩大類。貴集團將立即制定應對計劃，如改變業務策略及修改發展計劃，以減少該等氣候相關風險的負面影響。

貴集團將繼續把可持續發展常規納入其業務營運，並準備及維持充足資源，藉以管理已識別的氣候相關風險及研究潛在補救措施。

於二零二三年度，概無對貴集團有重大影響的氣候相關風險（包括物理及過渡風險）。

## B. SOCIAL

### B1: Employment

#### *Labour practices*

The Group has formulated good workplace practices for all the employees, regardless of their age, gender, race, colour, sexual orientation, disability or marital status, to prevent discrimination and promote equal opportunities and therefore increase job satisfaction among the employees. The Group endeavours to provide a good working environment for its employees because it regards every single employee member as a valuable asset of the Group.

The Group guarantees the rights and interests of employees relating to compensation and dismissal, recruitment and promotion, rest periods, equal opportunity, diversity, antidiscrimination and other benefits and welfares. The Group clearly explains in detail the rights enjoyed by its employees with regard to their employment.

## B. 社會

### B1：僱傭

#### *勞工常規*

貴集團設有良好工作場所常規，僱員不論年齡、性別、種族、膚色、性取向、殘疾或婚姻狀況，均不受歧視，並擁有平等機會，從而提高僱員滿意度。貴集團將每個僱員視為其寶貴資產，盡心為全體僱員提供良好的工作環境。

貴集團保障僱員補償及解僱、招聘及晉升、休息時間、平等機會、多元性、反歧視以及其他待遇及福利方面的權利和權益。貴集團清楚地向其僱員闡釋就業權益詳情。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group carries out an annual review of employment policy to ensure the balance between employee remuneration and business growth, so that it can benefit the development of the Group.

### **Anti-discrimination and equal opportunity**

The Group strives to diversify employees in terms of gender and age, so as to realise balance in culture and communication among employees. The Group is committed to providing a working environment free from discrimination and with equal opportunities for all its employees, regardless of age, gender, race, colour, sexual orientation, disability or marital status. The Group encourages labour diversity and welcomes labour from all areas, thus putting the principle of fairness into practice. The Group has not reported incidents of non-compliance with employment-related regulations in 2023.

The Group has strictly implemented recruitment procedures to select and attract outstanding talents for the Group through external recruitment and internal training. In 2023, the proportions of employees (excluding independent non-executive directors) of the Group by gender, age band, nature of employment and geographical region are as follows:

貴集團對僱傭政策進行年度審閱，確保僱員薪酬與業務增長之間的平衡，使其有利於 貴集團的發展。

### **反歧視及平等機會**

貴集團力爭僱員性別及年齡多元化，以使僱員在文化及交流方面實現均衡。 貴集團致力於為所有僱員提供一個無歧視及平等機會的工作環境，不論其年齡、性別、種族、膚色、性取向、殘疾或婚姻狀況。 貴集團鼓勵勞工多元化，歡迎所有地區的勞動力，將平等原則付諸實踐。於二零二三年度， 貴集團並無獲報告任何不遵守僱傭相關法規的情況。

貴集團嚴格執行招聘程序，通過外部引進與內部培養為集團甄選及吸納優秀的人才。於二零二三年度， 貴集團按性別、年齡組別、僱傭類別及地理區域劃分之僱員組成(不包括獨立非執行董事)如下：

<b>Social Performance</b>	<b>Unit</b>	<b>2023</b>	<b>2022</b>
社會表現	單位	二零二三年度	二零二二年度
<b>By gender</b>			
按性別劃分			
Male	Person	42 (82%)	47 (81%)
男性	人		
Female	Person	9 (18%)	11 (19%)
女性	人		
<b>Total</b>	Person	51 (100%)	58 (100%)
總計	人		



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

<b>Social Performance</b>	<b>Unit</b>	<b>2023</b>	<b>2022</b>
社會表現	單位	二零二三年度	二零二二年度
<b>By age group</b>			
按年齡組別劃分			
Age below 30	Person	5 (12%)	4 (7%)
30歲以下	人		
Aged 30 to 50	Person	13 (23%)	17 (29%)
30至50歲	人		
Aged 50 above	Person	33 (65%)	37 (64%)
50歲以上	人		
<b>Total</b>	Person	51 (100%)	58 (100%)
<b>總計</b>	人		
<b>By employment type</b>			
按僱傭類別劃分			
Full-time	Person	51 (100%)	58 (100%)
全職	人		
<b>Total</b>	Person	51 (100%)	58 (100%)
<b>總計</b>	人		
<b>By geographical region</b>			
按地理區域劃分			
Hong Kong	Person	7 (14%)	7 (12%)
香港	人		
China	Person	44 (86%)	51 (88%)
中國	人		
<b>Total</b>	Person	51 (100%)	58 (100%)
<b>總計</b>	人		

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In 2023, the employee turnover rates of the Group were as follows:

於二零二三年度，貴集團的僱員流失比率如下：

		2023 二零二三年度	2022 二零二二年度
<b>By gender (Note 1)</b>	<b>按性別劃分(附註1)</b>		
Male	男性	17%	5%
Female	女性	33%	-
<b>By age group (Note 1)</b>	<b>按年齡組別劃分(附註1)</b>		
Age below 30	30歲以下	-	-
Aged 30 to 50	30至50歲	-	-
Aged 50 above	50歲以上	30%	6%
<b>By geographical region (Note 1)</b>	<b>按地區劃分(附註1)</b>		
Hong Kong	香港	-	-
China	中國	23%	4%

Note:

- The turnover rate is calculated by dividing the number of departed employees in a specified category during the relevant financial year by the number of employees in such specified category at the end of the financial year.

附註：

- 流失比率乃按特定組別於二零二二年度的離職僱員人數除以於二零二二年三月三十一日該特定組別的僱員人數所計算。

### Compliance with relevant laws and regulations

In 2023, the Group was not aware of any material noncompliance with the relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that have significant impact. The Group strictly complied with local laws and regulations relating to employment, such as the Labour Law of the People's Republic of China and the Labour Contract Law of the People's Republic of China, the Regulations on Enterprise Wage Payment of Shaanxi Province. In addition, there was no significant fine or sanction as a result of non-compliance with relevant laws and regulations during 2023.

### 遵守有關法律法規

於二零二三年度，貴集團並沒發現有關貴集團賠償及解僱、招聘及晉升、工作時間、休息時間、平等機會、多元化、反歧視及其他福利及待遇之產生重大影響之有關法律法規之任何重大違規情況。貴集團嚴格遵守與僱傭有關的地方法律法規，如《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及《陝西省企業工資支付條例》。此外，於二零二三年度亦沒因未遵守有關法律法規而遭受大額罰款或制裁。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

## B2: Health and safety

### Workplace health and safety

It is critical for the Group to protect its employees' occupational health and safety. The Group respects occupational safety and health and other applicable regulations for a safe and comfortable working environment that protects employees from occupational hazards.

The Group always treats employees' health and safety as its priority for production. Every worker is required to follow safety instructions and attend safety training on using equipment or plant. Safety monitoring mechanism has been established and employees have been assigned to monitor the compliance with safety rules at each production stage.

The Group has equipped its factory and head office with all the required safety equipment and facilities, and has passed all the governmental safety inspections.

## B2: 健康及安全

### 工作場所健康與安全

保護僱員的職業健康及安全對於 貴集團極為重要。 貴集團嚴格遵守職業安全與健康及其他適用法規，為僱員提供安全及舒適的工作環境，以避免僱員遭受任何職業性危害。

貴集團始終視僱員健康及安全為生產的優先考慮因素。每位工人須遵守安全指示，並接受有關安全使用設備或廠房之培訓。 貴集團已設立安全監督機制並於各生產階段指派僱員監督安全規則的遵守情況。

貴集團工廠及總辦事處配備所有必要安全設備及設施，並已通過所有政府安全檢驗。



Method of Risk Assessment for Operation Conditions in Mines  
 於礦山的作業條件危險評價辦法



Procedures on Accident Prevention, Safety Risk Classification and the Screening, Identification and Control of Accident Hazards in Mines  
 於礦山的事故預防、安全風險分級及事故隱患排查治理程序

The Group has been very conscious in protecting the health and well-being of its staff during the COVID-19 epidemic. The Group has keen on full compliance with the government control measures both in the Mainland and Hong Kong. Staff has been supplied with necessary personal protective equipment and to the extent possible adopted flexible work hours and home office arrangement.

在COVID-19疫情期間， 貴集團非常有意識地保護員工的健康和福祉。 貴集團熱衷於全面遵守內地及香港政府的管制措施。為工作人員提供了所有必需的個人保護裝備，並儘可能採取靈活工作時間和在家工作安排。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group uses explosives for mining gold and strictly follows rules and regulations on using explosives which are consistent with the standards in the PRC. There are dedicated, exclusive and isolated bunkers designed in accordance with the required standards and approved by safety authority and the local public security authority which controls the supplies. Detonators and explosives are stored in two separate bunkers with a safe distance to each other. The yard to these bunkers is secured with high walls, metal gate, and 24-hour video cameras. Both bunkers are well secured with two locks, with keys kept by two separate staff (one management personnel and one safety personnel). Only when both individuals (key keepers) are present at the same time, all the locks can be unlocked to access detonators and/or explosives. The storage facilities are regularly inspected by the management and the safety and public security authorities to ensure compliance at all time. After the use of explosives, the Group will use detection equipment to measure the residue in the air. Employees cannot be arranged to enter into the gold mine until the air meets the standards.

貴集團使用炸藥開採金礦物，並嚴格遵守與中國標準貫徹一致的炸藥使用規則及法規。貴集團設有經安全機構及控制物資的地方公安機關批准並根據其規定標準設計的專門、專用及隔離的炸藥庫。雷管及炸藥存放於兩個獨立的庫內，彼此之間存有安全距離。該等庫房所在的院落完全被高牆、金屬門及24小時監控攝像頭護衛。兩間炸藥庫均各有兩把鎖、鎖匙由兩名獨立僱員(一名管理人員及一名安全人員)保管。僅於該兩名人員(鎖匙保管人)同時出現方能完全打開全部門鎖，方可取得雷管及／或炸藥。存儲設施由管理層以及安全及公安機關定期檢查，以確保始終合規。使用炸藥後，貴集團將使用檢測設備測量空氣殘餘物數量，待空氣符合標準後方會安排僱員進入金礦。



Safety facility outside warehouse storing detonators  
炸藥庫外的安全設備



Safety facility outside explosive storage  
雷管庫外的安全設備

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

During the reporting period, the numbers of lost days due to work-related injury in Taizhou Mining were as follows:

於報告期間，太洲礦業因工傷損失工作日數如下：

		2023	2022	2021
		二零二三年度	二零二二年度	二零二一年度
Number of work-related fatalities	因工死亡的人數	-	-	-
Number of work-related injuries	工傷人數	-	-	-
Lost days due to work-related injuries	因工傷損失工作日數	-	-	-
Lost day rate	損失日數比率	-	-	-

In the past three years, no employees of the Group were involved in work-related fatalities.

於過去三年，貴集團並無僱員涉及因工死亡事故。

### **Compliance with relevant laws and regulations**

The Group follows the laws and regulations on ensuring workplace health and safety, which mainly include:

### **遵守有關法律法規**

貴集團遵守確保工作場所健康及安全的法律法規，相關法律法規主要包括：

- Production Safety Law of the People's Republic of China
- Mine Safety Law of the People's Republic of China
- Emergency Response Law of the People's Republic of China
- Law of the People's Republic of China on the Prevention and Control of Occupational Diseases
- Special Equipment Safety Law of the People's Republic of China
- Safety Requirements on Explosive Hazardous Area
- 《中華人民共和國安全生產法》
- 《中華人民共和國礦山安全法》
- 《中華人民共和國突發事件應對法》
- 《中華人民共和國職業病防治法》
- 《中華人民共和國特種設備安全法》
- 《爆炸危險場所安全規定》

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

No significant fine or sanction for non-compliance with relevant laws and regulations was imposed on the Group during 2023. Moreover, the Group has maintained accident insurance for its employees. The Group has taken all reasonable measures to improve the working environment and to create a safe and comfortable workplace for employees. The management has improved the safety standard of workplace, and has provided mandatory training for all its employees.

### **B3: Development and training**

#### ***Employee development and training***

Continuous staff training plays a fundamental role in business growth. The Group encourages employees to engage in continuous development and to improve their skills through training. The Group understands that training is the most sustainable way for long-term development, which is beneficial for both the Group and its employees.

The Group provides training for its directors regarding the Group's development and essential skills and regulatory compliance training, enabling them to have a better understanding of development potential of the Group and direction to enhance their management skills.

The Group provides various internal trainings for developing the workforce, including orientation and on-board trainings for new employees to enable them to adapt to the operation of the Group efficiently and strengthen their skills and knowledge required for work. It is important for employees to perform tasks safely, follow safety working procedures and operate machines and equipment cautiously.

於二零二三年度，貴集團沒有因有關法律法規而遭受大額罰款或制裁。此外，貴集團為僱員投購意外保險。貴集團已採取一切合理措施改善工作環境，為僱員營造安全舒適的工作場所。管理層已提高工作場所的安全水平，並強制性地對全體僱員進行培訓。

### **B3：發展及培訓**

#### ***僱員發展及培訓***

為僱員提供持續培訓乃業務發展的重要一環。貴集團鼓勵僱員不斷進行發展並透過培訓提升彼等之技能。貴集團了解培訓乃最能符合可持續發展的長期發展方式，對貴集團及僱員均有所裨益。

貴集團為董事提供有關貴集團發展、必備技能及監管合規的培訓，以更好地了解貴集團的發展潛力及彼等管理技能的提升方向。

貴集團提供了不同的內部培訓以培訓僱員，包括對新僱員的入職培訓和在職培訓以令僱員有效地適應貴集團的運作和鞏固工作上所需要的技能以及知識。僱員應安全工作、遵守安全工作流程並謹慎操作機器及設備。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告



In 2023, the employee training rates of the Group were as follows:

於二零二三年度，貴集團的僱員受訓比率如下：

		2023 二零二三年度	2022 二零二二年度
<b>Percentage of employees trained</b>	<b>受訓僱員百分比(附註1)</b>		
(Note 1)		84%	90%
<b>Percentage of employees trained by gender</b>	<b>按性別劃分的受訓僱員百分比</b>		
(Note 2)	(附註2)		
Male	男性	86%	88%
Female	女性	14%	12%
<b>Percentage of employees trained by employment category</b>	<b>按僱傭類別劃分的受訓僱員百分比</b>		
(Note 2)	(附註2)		
Senior management	高級管理層	26%	19%
Middle management	中級管理層	23%	25%
General staff	一般僱員	51%	56%

Notes:

1. Calculated by dividing the number of employees trained by the total number of employees at the end of the financial year.
2. Calculated by dividing the number of employees trained in such category by the total number of employees trained.

附註：

1. 按受訓僱員人數除以於該財務年度末的僱員總人數。
2. 按該類別受訓僱員人數除以受訓僱員總人數計算。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In 2023, the average training hours of the Group's employees were as follows:

於二零二三年度，貴集團的僱員之平均培訓時間如下：

		2023 二零二三年度	2022 二零二二年度
<b>Average training hours completed per employee (Note 1)</b>	<b>每名僱員完成受訓平均時數(附註1)</b>	7.0	7.0
<b>Average training hours completed per employee by gender (Note 2)</b>	<b>按性別劃分的每名僱員完成受訓平均時數(附註2)</b>		
Male	男性	7.2	7.6
Female	女性	6.0	2.7
<b>Average training hours completed per employee by employment category (Note 2)</b>	<b>按僱傭類別劃分的每名僱員完成受訓平均時數(附註2)</b>		
Senior management	高級管理層	3.8	5.0
Middle management	中級管理層	7.4	5.4
General staff	一般僱員	8.5	8.4

Notes:

1. Calculated by dividing the total training hours by the total number of employees at the end of the financial year.
2. Calculated by dividing the total training hours in a category by the total number of employees in such category.

附註：

1. 按培訓總時數除以於該財務年度末的僱員總人數。
2. 按該類別培訓總時數除以該類別僱員總人數。

The Group evaluates the training programs from time to time and reviews the effectiveness of training. The Group makes effort to improve employees' knowledge and skills for discharging duties at work.

貴集團不時評估培訓課程並審閱培訓效果。貴集團致力於提升僱員的知識及技能以便於工作職責的履行。

Moreover, the Group encourages mutual communication between management and employees. The Group respects and cares about employees' opinions and suggestions. Meanwhile, the Group releases the latest corporate news to all employees in a timely manner.

此外，貴集團鼓勵管理層與僱員互相交流。貴集團尊重並關心僱員的意見及建議。同時，貴集團及時向全體僱員發佈最新的公司動態。



# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B4: Labour standards

#### *Child labour and forced labour*

Any individual below legal working age and without any identification documents is unqualified for employment. It is the Group's policy to disqualify the person from employment if he/she is found to be hired against the requirements of the Labour Contract Law.

The Group makes good use of its Human Resource Department to ensure compliance with laws and regulations. The Human Resource Department takes the responsibilities to review and confirm employment practices to avoid child labour and forced labour. In case that any unlawful labour was identified, the Group would immediately terminate the employment relationship with the relevant employee and hold the person-in-charge accountable.

#### *Compliance with relevant laws and regulations*

The Group followed the laws and regulations on prohibiting child labour and forced labour, which mainly include:

- Employment Ordinance of Hong Kong Special Administrative Region
- Labour Law of the People's Republic of China
- Labour Contract Law of the People's Republic of China
- Law of the People's Republic of China on Protection of Minors
- Regulations on Prohibiting Use of Child Labour (State Council Order No. 364)

In 2023, there was no violation of laws and regulations on employment age or any labour dispute arose within the Group.

### B4 : 勞工準則

#### *童工及強制性勞工*

任何未達到法定工作年齡及並無任何身份證明文件的個人不合資格接受僱傭。貴集團的政策為不僱傭違反勞動合同法規定的人士。

貴集團充分利用人力資源部門，以保證遵守法律及法規。人力資源部門有責任審閱及確認僱傭常規、避免童工及強制性勞工。倘發現任何不合法勞工，貴集團將立即與有關僱員解除僱傭關係，並對責任人追究責任。

#### *遵守有關法律法規*

貴集團遵守禁止童工及強制性勞工的法律及法規，主要包括：

- 香港特別行政區《僱傭條例》
- 《中華人民共和國勞動法》
- 《中華人民共和國勞動合同法》
- 《中華人民共和國未成年人保護法》
- 《禁止使用童工規定》(國務院令第364號)

於二零二三年度，貴集團並無違反有關僱傭年齡的法律及法規，亦無遭致任何勞工糾紛。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B5: Supply chain management

#### Supplier management

The Group aims to provide comprehensive solutions that meet customers' needs and establish a comprehensive vertical supply chain management system through resource integration and supplier screening and management.

The objectives of the Group are to deepen the collaborative relationship with its strategic suppliers and to create competitive advantages in the value chain, and thus to enhance the impact on the society and environment and to ensure that its suppliers uphold similar stance in sustainable development. The Group maintains long-term relationship with its suppliers to ensure stable supply.

In 2023, the Group purchases explosive substances from local reputable suppliers according to government regulations. The Group does not foresee its source of supplies would have effect on the operation of local factories.

As at the end of 2023, the number of major suppliers by geographical region was as follows:

### B5：供應鏈管理

#### 供應商管理

貴集團旨在提供全面的解決方案以滿足客戶的需要，並透過資源整合及供應商遴選及管理建立一套全面的垂直供應鏈管理系統。

貴集團的目標為深化與策略供應商的合作關係並建立於價值鏈中的競爭優勢，進而提升社會及環境影響力及保證供應商於可持續發展方面秉持相似立場。貴集團與其供應商保持長期關係以保證穩定供應。

於二零二三年度，貴集團根據政府規定自聲譽良好的本地供應商購買易爆物質。貴集團預期其供應來源將不可能影響本地工廠的經營。

截至二零二三年度末，按地區劃分的主要供應商數目如下：

		2023 二零二三年度	2022 二零二二年度
Mainland China	中國內地	7	7

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B6: Product responsibility

#### *Product safety and quality*

The Group has formulated customary practices to ensure that its customers are well aware of the quality and gold content of mineral concentrates being purchased. A sample test would be conducted by an independent lab on each shipment of mineral concentrates under the supervision of representatives of the Group and its customer. The Group strives to provide its customers with quality products to establish good credibility and reputation. The Group has complied with relevant requirements in the Product Quality Law of the People's Republic of China.

#### *Product return policy*

In 2023, there were no product sold or shipped subject to recalls for safety and health reasons in the Group and there were no cases of complaints received against the quality of the Group's products.

#### *Customer feedback and handling*

The Group welcomes comments and suggestions from the customers. The Group provides a variety of communication channels, for instance, social media and emails. Regular communication channels and feedback systems are in place to gather information on satisfaction and suggestions for improvement from the customers.

The Group consolidated and comprehensively analysed the customers' feedback and monitor the level of customer satisfaction in its business. Follow-up actions, including internal evaluation and modification of training programs for employees, formulation of improvement plan and refining the existing management procedures will be taken to address the identified issues. Feedback will be provided to the customers in a timely manner.

### B6 : 產品責任

#### *產品安全及質素*

貴集團有一貫的做法以確保客戶知悉其所購買精礦的質素及黃金含量。每批精礦出貨時，會在 貴集團及客戶的代表監督下由獨立實驗室進行抽樣檢測。 貴集團致力於向客戶提供優質產品以建立良好信譽及聲譽。 貴集團已遵守《中華人民共和國產品質量法》的有關規定。

#### *產品退貨政策*

於二零二三年度， 貴集團已出售或已付運的產品並無因安全及健康理由而須予回收，以及產品並無因質量問題而接獲投訴的情況。

#### *客戶反饋及處理方式*

貴集團歡迎客戶提出意見及建議。 貴集團提供多種溝通渠道，例如社交媒體及電子郵件。 貴集團會定期設立溝通渠道及反饋系統，以便從客戶收集滿意度資料及改進建議。

貴集團綜合及全面分析客戶的反饋意見，並監察客戶對其業務的滿意程度。 貴集團將採取跟進行動，包括內部評估及修改僱員培訓計劃、制定改進方案及完善現有管理程序，以解決已識別的問題。 貴集團將及時向客戶提供反饋。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### **Data privacy**

The Group keeps business information and customers' data confidential in order to protect consumer data and privacy. The Group will destroy relevant information in due time. The Group has set up strict code of conduct requirements for their employees. In addition, the employees are required to maintain all reasonable methods to safeguard the information of the Group and the customers as stated in the Staff Handbook and working practices.

### **Protection of intellectual property rights**

The Group is committed to complying with relevant laws and regulations in relation to intellectual property rights by valuing and protecting its intellectual properties through renewals of patent and trademark. The Group enters into standard employment contracts with its employees which contain provisions on intellectual property rights and confidentiality.

### **Compliance with relevant laws and regulations**

The directors believe that the Group has complied with relevant laws and regulations related to the products of the Group, such as the Product Quality Law of the People's Republic of China (中華人民共和國產品質量法). In 2023, the Group did not have any product returned due to safety or health problems or any complaint received from customers or any significant fine resulted from violation of regulations.

### **B7: Anti-corruption**

#### **Anti-corruption and money laundering**

The Group's operation strictly complies with local and national legislations, such as the Prevention of Bribery Ordinance of Hong Kong and relevant legislation on anticorruption of Mainland China.

### **數據私隱**

貴集團對商業資料保密，並對客戶資料保密以保護消費者資料及隱私，且貴集團會適時銷毀有關資料。貴集團已制定嚴格的僱員行為守則。此外，貴集團要求僱員按照員工手冊及工作準則要求，採取一切合理方法保密貴集團及客戶資料。

### **保護知識產權**

貴集團致力遵守知識產權的相關法例及規例，並透過重續專利及商標，尊重及保障其知識產權。貴集團與其僱員訂立標準的僱傭合約，當中載列有關知識產權及保密性的規定。

### **遵守有關法律法規**

董事認為貴集團已遵守有關貴集團產品的相關法律及法規，如《中華人民共和國產品質量法》。於二零二三年度，貴集團概無因安全或健康問題而遭退回產品，沒有收到任何客戶投訴，亦沒有因違規而遭受大額罰款。

### **B7：反貪污**

#### **反貪污及洗錢**

貴集團的經營嚴格遵守地方及國家法律，如香港《防止賄賂條例》及中國大陸有關反貪污的相關法律。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group is well aware of the importance of honesty, integrity and fairness to its operation and has formulated its anti-corruption policy. The Group has reminded its employees at all levels many times of anti-corruption, giving and taking of interests in meetings and documents such as staff handbooks. Staff are required to declare any conflicts of interests when performing their duties.

Through the establishment of relevant rules and regulations, the Group encourages all the employees to discharge their duties with integrity and in compliance with the relevant laws and regulations. Transactions in monetary sums are processed through cash and bank transactions which require authorised signatures with appropriate levels. The Group did not involve in money laundry and there was no enquiry or concern from the government or banking department.

The Group has provided anti-corruption education and training for its directors and staff in 2023 to raise their awareness and concern towards ethical and corruption issues.

In 2023, the Group did not record any bribery or corruption charge.

### ***Compliance with relevant laws and regulations***

In 2023, neither the Group nor any of its employees was found involved in any legal proceedings relating to bribery, extortion, fraud or money laundering, or has recorded any bribery or corruption charge. The Group strictly complied with the Prevention of Bribery Ordinance, the Anti-unfair Competition Law of the People's Republic of China and other local laws and regulations relating to anti-corruption.

貴集團深知誠實、誠信及公平對其經營的重要性並已制定反貪污政策。貴集團在會議和文件(如員工手冊)中，多次提醒各級僱員注意反貪污、給予和接受利益。僱員必須在履行職責時申報利益衝突。

貴集團透過制定有關規則及規定，鼓勵全體僱員誠實地履行彼等之職責並遵守相關法律及法規。有關貨幣金額的交易乃透過須經適當層級授權簽名的現金及銀行交易進行。貴集團並無涉及洗錢，政府或銀行部門並無提出有關查詢或關注。

於二零二三年度，貴集團已向其董事及僱員提供了反貪污教育及培訓，以提高彼等對道德及腐敗問題的認知及關注。

於二零二三年度，貴集團並無錄得賄賂或貪污指控。

### ***遵守有關法律法規***

於二零二三年度，貴集團或其僱員概無發現牽涉有關賄賂、勒索、欺詐或洗黑錢之任何法律案件，亦沒有錄得賄賂或貪污指控。貴集團嚴格遵守《防止賄賂條例》、《中華人民共和國反不正當競爭法》及其他反貪污有關的地方法律法規。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B8: Community investment

#### Community involvement

Giving back to society is a component of the Group's sustainable development strategy. The Group fully supports community welfare and particularly focuses on underprivileged community to enhance its efficiency of community involvement. In 2023, the Group carried out several social public welfare undertakings, including participating in the 2022 Charity Fundraising for Rural Revitalization organized by the Tongguan County Charity Association in July 2022 and donate cash and COVID-19 control materials and equipment to the local community during the peak of pandemic.

### B8 : 社區投資

#### 社區參與

回饋社會乃 貴集團可持續發展策略的組成部分。 貴集團全面支持社區福利，並特別關注弱勢社群以提高社區參與效率。於二零二二年度， 貴集團參與了多項社會公益事業，包括參與由潼關縣慈善協會於二零二二年七月舉辦的「2022助力鄉村振興慈善募捐活動」，並在疫情高峰期間向當地社區捐贈現金和COVID-19防治物資及設備。於新冠肺炎大流行時，向當地社區捐贈款項和防疫物資和設備。



The Group values the importance of and the need for community investment, and actively explores the activities and manner for the Group to engage in community. The Group maintains daily contact with community officials and leaders to ensure the effectiveness and feasibility of its involvement in the community. One remarkable move is that most employees working in the mining area were hired by the Group from the nearby villages, which was highly recognised and appreciated by the local community. The Group is committed to developing more community investment opportunities in its development plans and incorporating them into development plans to give back to the local community.

貴集團非常重視社區投資的重要性及需要，並積極探索參與社區的活動及方式。 貴集團與當地社區官員及領導者保持緊密聯繫，以確保參與社區事務的有效性和可行性。值得注意的是， 貴集團的礦區大部分員工都來自當地鄰近村莊，此舉備受當地社區的高度認可和讚譽。 貴集團致力於發掘更多社區投資的機會，並將其納入發展規劃中，以回饋當地社區。

\* For identification purposes only

## CORPORATE GOVERNANCE REPORT 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

The Company strives to attain and maintain the highest standard of corporate governance as it believes that effective corporate governance practices are fundamental to enhancing shareholder value and safeguarding shareholder interests.

The principles of corporate governance adopted by the Group emphasize a quality board, sound internal control, and transparency and accountability to all its shareholders.

The Company has adopted the code provisions (the “**Code Provision(s)**”) set out in the Corporate Governance Code and Corporate Governance Report (the “**Code**”) set out in Appendix 15 to the GEM Listing Rules and the Company had complied with all Code Provisions as set out in the Code in the Year, except for the following deviation:

#### Code Provision A.2.1

Code Provision A.2.1 of the Code stipulates that the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. During the Year, the role of the chairman of the Company is performed by Dr. Li, while the office of the chief executive is vacated following the retirement of Mr. Feng Jun on 11 September 2017. The Board will keep reviewing the current structure of the Board from time to time and should candidate with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the post of the chief executive as appropriate.

### DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding the securities transactions by Directors on terms no less exacting than the Required Standard of Dealings. Having made specific enquiries of all Directors, all Directors confirmed that they had complied with the Required Standard of Dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Year.

### 企業管治常規

本公司致力於達致及維持最高標準的企業管治，由於其認為有效的企業管治常規對於提升股東價值及保障股東權益屬至關重要。

本集團採納的企業管治原則專注於優質的董事會、良好的內部控制及對其全體股東的透明性及問責性。

本公司已採納GEM上市規則附錄15所載企業管治守則及企業管治報告(「守則」)的守則條文(「守則條文」)及本公司於本年度已遵守守則所載的全部守則條文，惟以下偏離除外：

#### 守則條文第A.2.1條

守則的守則條文第A.2.1條規定主席及行政總裁之角色應有所區分及不應由同一人士擔任。於本年度，本公司之主席角色由李博士擔任，而行政總裁職位於馮軍先生在二零一七年九月十一日退任後空缺。董事會將持續不時審閱董事會的現有架構，而倘覓得具備合適知識、技能及經驗之人選，本公司將適時進行委任以填補行政總裁之職位空缺。

### 董事進行證券交易

本公司已採納有關董事進行證券交易之行為守則，其條款不遜於交易規定準則。經向所有董事作出特定查詢後，全體董事已確認於本年度，彼等已遵守本公司所採納之交易規定準則及有關董事進行證券交易之行為守則。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### COMPANY SECRETARY

Ms. Eva Lee, a practising solicitor in Hong Kong, was appointed as the Company Secretary on 20 February 2020 and responsible for advising the Board on corporate governance matters and ensuring that the Board policy and procedures, and the applicable laws, rules and regulations are followed. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the Company Secretary is responsible for facilitating communications among Directors as well as with senior management.

During the Year, the Company Secretary had undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

### BOARD OF DIRECTOR

The Board is responsible for the leadership and control of the Group, overseeing the Group's businesses, strategic decisions and performance, evaluating the performance of the Group and supervising the management. In addition, the Board reserves the authority to make final decisions for all major matters of the Company, including approving and monitoring of budgets, dividend payout, material transaction, preparation and release of financial information, appointment of Directors. The Board is also responsible for performing the corporate governance duties set out in Code Provision D.3.1 of the Code.

The Board had reviewed the compliance of Rules 5.46 to 5.67 of the GEM Listing Rules and disclosure in this Corporate Governance Report including the board diversity policy and effectiveness of the internal control systems. In order to enhance efficiency, the Board has delegated the day-to-day responsibilities and operations to the executive Directors and senior management who perform their duties under the leadership of the chairman of the Company.

### 公司秘書

李綺華女士，為香港執業律師，於二零二零年二月二十日獲委任為公司秘書，負責就企業管治事宜向董事會提供意見並確保遵守董事會政策及程序、適用法例、規則及規例。所有董事均可獲得公司秘書的建議及服務以確保董事會進行議事程序及所有適用法律獲得遵守。此外，公司秘書負責促進董事之間以及高級管理層之間的溝通。

於本年度，公司秘書已根據GEM上市規則第5.15條進行了超過15小時的相關專業培訓。

### 董事會

董事會負責領導及管理本集團，監督本集團之業務、戰略決策及表現，評估本集團之表現及監督管理層。此外，董事會保留其在本公司所有重大事宜之最終決策權，包括批准及監察預算、股息分派、重大交易、編製及刊發財務資料以及委任董事。董事會亦負責履行守則中之守則條文第D.3.1條所載之企業管治職能。

董事會已檢討GEM上市規則第5.46條至第5.67條之遵守情況以及本企業管治報告之披露資料，包括董事會成員多元化政策以及內部監控系統之成效。為提高效率，董事會已將日常責任及營運授權予執行董事及高級管理層，而彼等於本公司主席領導下履行職責。



## CORPORATE GOVERNANCE REPORT 企業管治報告

### BOARD COMPOSITION

The Board comprises five Directors, including two executive Directors and three independent non-executive Directors.

Details of their composition by category are as follows:

#### Executive Directors

Dr. Li Dahong (*Chairman*)

Ms. Ma Xiaona

#### Independent Non-Executive Directors

Mr. Guo Wei

Mr. Lam Albert Man Sum

Mr. Cheung Wai Hung

With the various experience of the executive Directors and independent non-executive Directors (the “INEDs”) and having regard to the nature of the Group’s business, the Company recognises the benefits of having a Board with well-balanced experience and qualifications to maintain a sustainable business development of the Group in the long run. In recognition of the Company’s commitment to a well-balanced Board, the nomination committee is entrusted to review the Company’s human resources policy and recruitment process to ensure the effectiveness of such policy.

Details of Directors and relationship between the board members are set out in the section headed “Biographical Details of Directors and Senior Management” on page 14 of this report.

### 董事會組成

董事會由五名董事組成，其中包括兩名執行董事及三名獨立非執行董事。

其組成按類別劃分之詳情如下：

#### 執行董事

李大宏博士(主席)

馬曉娜女士

#### 獨立非執行董事

郭瑋先生

林聞深先生

張偉雄先生

憑藉執行董事及獨立非執行董事(「獨立非執行董事」)的不同經驗以及考慮到本集團業務的性質，本公司深明董事會成員的經驗及資歷達致完善均衡對本集團維持業務長遠可持續發展的裨益。為協助本公司堅守對達致完善均衡的董事會的承諾，提名委員會獲委託負責審查本公司的人力資源政策及招聘程序，確保有關政策行之有效。

董事及董事會成員之間的關係之詳情載於本報告第14頁「董事及高級管理層履歷」一節。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### BOARD DIVERSITY POLICY

Pursuant to the Code, the Board has adopted a board diversity policy. The Company believes that board diversity is a key element for the Company to maintain sound corporate governance, realize sustainable development and achieve strategic objectives. The Company believes that board diversity enhances decision-making capability and a diverse board is more effective in dealing with organizational changes. The Company considers that the concept of diversity incorporates a number of different aspects, such as professional experience, business perspectives, skills, knowledge, gender, age, cultural and educational background, ethnicity and length of service. For the purpose of implementation of the board diversity policy, the following objectives were adopted:

**Independence:** The Board should include a balanced composition of executive and independent non-executive Directors so that there is a strong element of independence in the Board. The independent non-executive Directors shall be of sufficient caliber and stature for their views to carry weight.

**Gender:** The Company is committed to maintaining an environment of respect for people regardless of their gender in all business dealings and achieving a workplace environment free of harassment and discrimination on the basis of gender, physical or mental state, race, nationality, religion, age or family status. The same principle is applied to the selection of potential candidates for appointment to the Board. During the Year, the Board had one female executive Director.

**Nationality and ethnicity:** To cope with the diversified portfolio of the Company's businesses, the Company aspires to having a board of directors of different nationality or ethnic backgrounds who can contribute their knowledge and understanding of the environment in which the Company operates its business.

### 董事會多元化政策

根據守則，董事會已採納董事會多元化政策。本公司認為董事會多元化乃本公司維持良好企業管治、實現可持續發展及達致策略目標的重要部分。本公司認為董事會多元化會提升決策能力及多元化的董事會能夠更有效地應對組織變動。本公司認為多元化的概念包括多個維度，例如專業經驗、業務眼光、技能、知識、性別、年齡、文化及教育背景、民族及服務年期。就執行董事會多元化政策而言，已採納以下目標：

**獨立性：**董事會應包括均衡的執行及獨立非執行董事構成，以使董事會具備較強的獨立性。獨立非執行董事應具備相當的才幹及地位以使彼等的觀點具有影響力。

**性別：**本公司致力於在所有業務經營中營造一個無關性別的人本環境及在性別、身體或精神狀態、人種、國籍、宗教、年齡或家庭狀況方面實現一個零騷擾及歧視的工作環境。同樣的原則亦適用於為董事會就委任甄選潛在候選人。於本年度，董事會有一位女性執行董事。

**國籍及民族：**為應對本公司業務不同的組合，本公司致力於建立具備不同國籍或民族背景的董事會，其能夠對本公司經營其業務所在環境貢獻其知識及了解。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Skills and experience: The Board possesses a balance of skills appropriate for the requirements of the business of the Company. The Directors have a mix of finance, academic and management backgrounds that taken together provide the Company with considerable experience in a range of activities.

技能及經驗：董事會擁有適用於本公司業務要求的均衡技能。董事具備財務、學術及管理背景的組合，其在一系列業務中共同為本公司提供豐富的經驗。

Apart from the above objectives, the board diversity policy has the following measurable objectives to comply with the GEM Listing Rules:

除上述目標外，董事會多元化政策具有以下符合GEM上市規則的可計量目標：

1. at least one third of the members of the Board shall be independent non-executive Directors;
2. at least three of the members of the Board shall be independent non-executive Directors; and
3. at least one of the members of the Board shall have obtained appropriate professional qualifications or accounting or related financial management expertise.

1. 至少三分之一的董事會成員應為獨立非執行董事；
2. 至少三名董事會成員應為獨立非執行董事；及
3. 至少一名董事會成員應具備適當的專業資格或會計或相關財務管理專業技能。

The implementation and effectiveness of the policy on board diversity is reviewed annually by the Board. The Company has achieved the measurable objectives under board diversity policy as at 31 March 2023.

董事會每年檢討董事會多元化政策的實施及成效。本公司於二零二三年三月三十一日已實現董事會多元化政策項下的可計量目標。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### DIRECTORS' ATTENDANCE AT MEETINGS

During the Year, 12 Board meetings and one general meeting were held. Set out below are the attendance records of all the Directors at the Company's board meetings, board committee meetings and general meetings held during the Year:

### 董事出席會議

本年度已舉行12次董事會會議及一次股東大會。全體董事於本年度舉行之本公司董事會會議、董事委員會會議及股東大會之出席記錄載列如下：

		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
			Number of meetings attended/Number of meetings entitled to attend 出席會議次數／有權出席會議次數			
<b>Executive Directors:</b>	<b>執行董事：</b>					
Dr. Li Dahong	李大宏博士	12/12	-	-	-	1/1
Ms. Ma Xiaona	馬曉娜女士	12/12	-	3/3	2/2	1/1
<b>Independent Non-executive Directors:</b>	<b>獨立非執行董事：</b>					
Mr. Guo Wei	郭瑋先生	12/12	4/4	3/3	2/2	1/1
Mr. Lam Albert Man Sum	林聞深先生	12/12	4/4	3/3	2/2	1/1
Mr. Cheung Wai Hung	張偉雄先生	12/12	4/4	-	-	1/1

### CORPORATE GOVERNANCE FUNCTION

According to Code Provision D.3 of the Code, the Board is responsible for performing the corporate governance duties of the Company. The Board has the following duties and responsibilities for performing the corporate governance duties of the Company:

### 企業管治職能

根據守則的守則條文第D.3條，董事會負責履行本公司的企業管治職責。董事會應具有以下有關履行本公司企業管治職責的職責及責任：

- |  |  |
|--|--|
| <ol style="list-style-type: none"> <li>to develop and review the Group's policies and practices on corporate governance;</li> <li>to review and monitor the training and continuous professional development of the Directors and senior management of the Group;</li> </ol> | <ol style="list-style-type: none"> <li>制定及審閱本集團有關企業管治的政策及常規；</li> <li>審閱及監察本集團董事及高級管理層的培訓及持續專業發展；</li> </ol> |
|--|--|

## CORPORATE GOVERNANCE REPORT 企業管治報告

- |   |   |
|---|---|
| <p>3. to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;</p> <p>4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and the Directors; and</p> <p>5. to review the Group's compliance with the Code and disclosure in the corporate governance report and in annual report of the Company.</p> | <p>3. 審閱及監察本集團有關遵守法定及監管規定的政策及常規；</p> <p>4. 制定、審閱及監察適用於僱員及董事的行為守則及合規手冊(如有)；及</p> <p>5. 審閱本集團遵守守則的情況及本公司企業管治報告及年報的披露。</p> |
|---|---|

### DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to the Code Provision A.6.5 under Appendix 15 to the GEM Listing Rules, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Each Director received induction on the first occasion of his appointment, so as to ensure that he has appropriate understanding of the business and operations of the Group and that he is sufficiently aware of his responsibilities and obligations under the GEM Listing Rules and other relevant legal and regulatory requirements.

During the Year, all Directors participated in continuous professional development regarding their duties and responsibilities under the relevant legal and regulatory requirement which included reading materials in relation to legal or regulatory update and attending online training courses.

### CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors a confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules and considers all the independent non-executive Directors to be independent.

### 董事之培訓及專業發展

根據GEM上市規則附錄15項下的守則條文第A.6.5條，全體董事應參與持續專業發展以發展及更新彼等之知識及技能。此舉旨在保證彼等對董事會的貢獻屬知情及相關。各名董事於首次獲委任時將接受入職培訓，以保證彼對本集團的業務及經營具有適當了解及彼充分知悉彼於GEM上市規則及其他相關法律及監管規定項下之職責及義務。

於本年度，全體董事參與有關彼等於相關法律及監管規定項下之職責及責任的持續專業發展，其中包括閱讀有關法律或監管的最新資料及參加線上培訓課程。

### 獨立性之確認

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條作出的獨立性確認函，並認為全體獨立非執行董事屬獨立。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### CONFLICT OF INTEREST

If a Director has a conflict of interest in relation to a transaction or proposal to be considered by the Board, such Director is required to declare his interest and to abstain from voting. The matter is considered at a Board meeting attended by Directors who have no material interest in the transaction.

### BOARD COMMITTEES

During the Year, the Company had three committees, namely the Audit Committee, the remuneration committee of the Company (the “**Remuneration Committee**”), and the nomination committee of the Company (the “**Nomination Committee**”) to assist the Board in discharging its duties and responsibilities. The committees are provided with sufficient resources to discharge their duties and are able to obtain outside independent professional advice in connection with their duties at the Company’s expenses.

#### Audit Committee

The primary duties of the Audit Committee are to review the financial information of the Company, oversee the financial reporting process and risk management and internal control systems of the Group, maintain an appropriate relationship with the Company’s auditors and provide advice and comments to the Board.

The Audit Committee has written terms of reference that sets out its authorities and duties, which has been published on the websites of the Stock Exchange and the Company.

The Audit Committee comprises all independent non-executive Directors. Members of the Audit Committee during the Year and up to the date of this report is as follows:

Mr. Lam Albert Man Sum (Chairman)

Mr. Guo Wei

Mr. Cheung Wai Hung

4 meetings had been held by the Audit Committee during the Year.

### 利益衝突

若有董事在董事會將予考慮的交易或建議中存有利益衝突，有關董事須申報利益及放棄投票。有關事項須經董事會會議考慮，由在交易中不存在重大利益的董事出席此會議。

### 董事委員會

於本年度，本公司設有三個委員會，分別為審核委員會、本公司薪酬委員會（「**薪酬委員會**」）、及本公司提名委員會（「**提名委員會**」），以協助董事會履行其職務及職責。該等委員會獲提供充分資源履行其職務，並可取得有關其職務之外部獨立專業意見，費用由本公司承擔。

#### 審核委員會

審核委員會之主要職責為審閱本公司財務資料及監察本集團的財務報告流程以及風險管理及內部監控系統，與本公司之核數師保持適當關係及向董事會提供建議及意見。

審核委員會之書面職權範圍列明其職權與職責，並已刊登於聯交所及本公司網站。

審核委員會由全體獨立非執行董事組成。於本年度及直至本報告日期，審核委員會成員如下：

林聞深先生(主席)

郭璋先生

張偉雄先生

於本年度內，審核委員會曾舉行四次會議。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Audit Committee has reviewed and discussed with the management the audited consolidated financial statements for the Year, the unaudited condensed consolidated financial statements for the three months ended 30 June 2022, for the six months ended 30 September 2022 and for the nine months ended 31 December 2022, the accounting principles and practices adopted by the Group and auditing, risk management and internal control systems and financial reporting matters. The audited financial statements of the Group for the year ended 31 March 2023 have been reviewed by the Audit Committee.

### Nomination Committee

The primary duties of the Nomination Committee are reviewing and supervising the structure, size and composition of the Board, identifying qualified individuals to become members of the Board, assessing the independence of the independent non-executive Directors and making recommendations to the Board on the appointment or re-appointment of Directors.

The Board has adopted a board diversity policy setting out the approach to diversity of members of the Board. The Company recognises and embraces the benefits of diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board appointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge. The ultimate decision will be made upon the merits and contribution that the selected candidates will bring to the Board.

審核委員會審閱並與管理層討論本年度之經審核綜合財務報表、截至二零二二年六月三十日止三個月、截至二零二二年九月三十日止六個月及截至二零二二年十二月三十一日止九個月之未經審核簡明綜合財務報表、本集團採納之會計原則及常規以及審核、風險管理及內部監控系統以及財務呈報事宜。本集團截至二零二三年三月三十一日止年度之經審核財務報表已經審核委員會審閱。

### 提名委員會

提名委員會之主要職責為審閱及監察董事會之架構、規模及成員構成，識別合資格人士擔任董事會成員，評估獨立非執行董事之獨立性及就委任或重新委任董事向董事會作出推薦建議。

董事會已採納一項董事會成員多元化政策，當中列明使董事會成員多元化之途徑。本公司肯定及深信董事會成員多元化的好處。其致力確保董事會維持適合本公司業務需要之均衡技能、經驗及多元化觀點。所有董事會任命將繼續於仔細考慮董事會成員多元化的好處後量才任命。甄選人選時將考慮多項多元化因素，包括(但不限於)性別、年齡、文化及教育背景、專業或其他經驗、技能及知識。最終決定將依據獲選對象之才能及將為董事會作出之貢獻而作出。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### NOMINATION POLICY

The Board has adopted the following policies for the nomination of directors.

#### Selection Criteria

In determining the suitability of a candidate, the Nomination Committee and the Board shall consider the potential contributions that a candidate can bring to the Board and/or the Group. The Nomination Committee would consider a candidate in terms of qualifications, skills, experience, independence and other factors. The following shows a non-exhaustive list of selection criteria:

- the candidate's race, reputation, character and integrity;
- the candidate's qualifications, skills, knowledge, business judgment and experience which are relevant to the operations of the Group;
- the relevant factors set out in the Board Diversity Policy (as amended from time to time).

#### Nomination Procedures

The evaluation, recommendation, nomination, selection and appointment or re-appointment of each proposed Director shall be assessed and considered by the Nomination Committee and the Board against the Selection Criteria and the Board Diversity Policy.

In the context of appointment of any proposed candidate to the Board:

- the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of candidates, including referrals from the Directors, shareholders, management, advisors of the Company;

### 提名政策

董事會採用以下提名董事之政策。

#### 甄選標準

當評估一名候選人是否合適時，提名委員會及董事會將考慮該候選人可為董事會及／或本集團帶來的潛在貢獻。提名委員會將考慮候選人的資歷、技能、經驗、獨立性及其他因素。以下為非詳盡無遺地列舉的甄選標準：

- 候選人的種族、名聲、品格及誠信；
- 候選人的資歷、技能、知識、商業判斷及與本集團業務相關的經驗；
- 董事會成員多元化政策所載的相關因素（經不時修訂）。

#### 提名程序

每名候任董事的評審、建議、提名、甄選及委任或重新委任事宜應由提名委員會及董事會根據甄選準則及董事會成員多元化政策評估及考慮。

就向董事會委任任何建議候選人而言：

- 提名委員會可以採取其認為合適及相關的措施評估候選人，包括本公司董事、股東、管理層及顧問的引薦；



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- the Nomination Committee shall identify and ascertain the character, qualification, knowledge and experience of the candidate and perform adequate due diligence in respect of such candidate; and
- the Nomination Committee shall make recommendations by submitting the candidate's personal profile to the Board for its consideration.
- 提名委員會應辨識並確定候選人的誠信、資格、專業知識和經驗，並就該候選人進行盡職調查；及
- 提名委員會應向董事會提交候選人的個人簡介作為建議，以供董事會考慮。

The Nomination Committee has written terms of reference that sets out its authorities and duties, which has been published on the websites of the Stock Exchange and the Company.

提名委員會之書面職權範圍列明其職權與職責，並已刊登於聯交所及本公司網站。

Members of the Nomination Committee during the Year and up to the date of this report are as follows:

於本年度內及直至本報告日期，提名委員會成員如下：

Mr. Guo Wei (*Chairman*)  
Ms. Ma Xiaona  
Mr. Lam Albert Man Sum

郭瑋先生(*主席*)  
馬曉娜女士  
林聞深先生

For the Year, the Nomination Committee held 2 meetings.

於本年度，提名委員會曾舉行兩次會議。

Summary of the work of the Nomination Committee during the Year was as follows:

提名委員會於本年度內的工作概述如下：

- To review and monitor the structure, size and composition – (including the skills, knowledge and experience) of the Board and make recommendations to the Board regarding any proposed changes;
- To identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise. The criteria to be adopted by the Board in considering each individual shall be their ability to contribute to the effective carrying out by the Board of its responsibilities; and
- 檢討及監察董事會的架構、人數和組成(包括技能、知識及經驗)，並就任何擬作出的變動向董事會提供建議；
- 在董事會需要增加董事人數或填補董事會空缺時，負責物色及提名合資格的人選。董事會將以各候任人選能否協助其有效地履行責任，作為甄選的考慮準則；及

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- To make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.
- 就委任或重新委任董事以及董事(尤其是主席及行政總裁)繼任計劃的有關事宜向董事會提供建議。

### Remuneration Committee

The primary duty of the Remuneration Committee is to formulate transparent procedures for developing remuneration policies and compensation packages for the Directors and senior management of the Group. The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual executive Directors and senior management.

The Remuneration Committee has written terms of reference that sets out its authorities and duties, which has been published on the websites of the Stock Exchange and the Company.

Members of the Remuneration Committee during the Year and up to the date of this report is as follows:

Mr. Guo Wei (*Chairman*)  
Ms. Ma Xiaona  
Mr. Lam Albert Man Sum

3 meetings had been held by the Remuneration Committee during the Year.

### Senior management's remuneration

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

### 薪酬委員會

薪酬委員會的主要職責是為制定本集團董事及高級管理層的薪酬政策及薪酬組合設立具透明度的程序。薪酬委員會在其採納之運作模式中擔任董事會之顧問角色，董事會保留批准各執行董事及高級管理層人士薪酬待遇之最終權力。

薪酬委員會之書面職權範圍列明其職權與職責，並已刊登於聯交所及本公司網站。

於本年度內及直至本報告日期，薪酬委員會成員如下：

郭瑋先生(*主席*)  
馬曉娜女士  
林聞深先生

於本年度，薪酬委員會曾舉行三次會議。

### 高級管理層薪酬

本集團於本年度的高級管理層薪酬付款處於以下範圍：

		Number of individuals 人數
Nil to HK\$1,000,000	零至1,000,000港元	6
HK\$1,000,001 to HK\$6,000,000	1,000,001港元至6,000,000港元	1

## CORPORATE GOVERNANCE REPORT 企業管治報告

### AUDITORS' REMUNERATION

For the Year, the fees paid/payable to the auditor in respect of the audit and non-audit services were as follows:

Types of services	服務類別	Amount 金額 (HK\$) (港元)
Annual audit services	年度審核服務	1,200,000
Non-audit services	非審核服務	–

### DIVIDEND POLICY

The dividend policy of the Company is to distribute to its shareholder the funds surplus to the operating needs, current and future business development of the Group as determined by the Board. The Company may declare and pay dividends to the Shareholders subject to the criteria as set out below.

In accordance with the article of association of the Company and subject to the relevant laws of the Cayman Islands, the Company in general meeting may from time to time declare dividends in any currency to be paid to the Shareholders but no dividend shall be declared in excess of the amount recommended by the Board.

Dividends may be declared and paid out of the profits of the Company, realized or unrealized, or from any reserve set aside from profits which the Board determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the relevant laws under the Cayman Islands.

### 核數師酬金

於本年度內，已付／應付核數師有關審核及非審核服務之費用如下：

### 股息政策

本公司的股息政策旨在向股東派發經扣除董事會釐定之本集團營運所需、現時及未來業務所需後之資金盈餘。本公司可根據下文所載準則向股東宣派及派付股息。

根據本公司組織章程細則及在開曼群島相關法律所規限下，本公司可不時於股東大會向股東宣派以任何貨幣列值的股息，但宣派股息額不可超過董事會建議的數額。

股息可自本公司之溢利(已變現或未變現)或自董事認為不再需要之溢利中撥出之儲備中宣派及派付。經普通決議案許可後，股息亦可自股份溢價賬或根據開曼群島相關法律可批准作此用途之任何其他資金或賬目做出宣派及派付。

## CORPORATE GOVERNANCE REPORT 企業管治報告

Subject to compliance with applicable laws, rule, regulations and the articles of association of the Company, in deciding whether to propose an dividend payout, the Board will take into account, among other things, the financial results, the earnings, losses and distributable reserves, the operations and liquidity requirements, the debt ratio and possible effect on the credit lines, the capital requirements, the current and future development plans of the Company, the interests of the Shareholders, dividends received from the Company's subsidiaries and associate companies, and other factors that the Board considers relevant.

The Board will review the dividend policy from time to time and reserve its sole and absolute right to update, amend, modify and/or cancel the dividend policy. There can be no assurance that dividends will be paid in any particular amount for any given period.

### ACCOUNTABILITY

The Directors are responsible for preparation of financial statements which give true and fair view of the state of affairs, the results of operations and cash flows of the Group in compliance with accounting standards, the GEM Listing Rules, legal and statutory requirements in relation to financial reporting. In preparation of the financial statements for the three months ended 30 June 2022, for the six months ended 30 September 2022, for the nine months ended 31 December 2022 and for the Year, the Directors have adopted suitable accounting policies and applied them consistently. The financial statements for the Year have been prepared on going concern basis. The statement of auditor about its reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report.

受限於適用法律、規則、規例及本公司組織章程細則，在考慮是否建議派付股息時，董事會將考慮(其中包括)財務業績、盈利、虧損及可分派儲備、營運及流動資金需求、債務比率及對信貸額度之可能影響、資本需要、本公司之現時及未來發展計劃、股東利益、自本公司附屬公司及聯營公司收取之股息以及其他董事認為相關之其他因素。

董事會將不時檢討股息政策，並保留其更新、修訂、更改及／或取消股息政策之唯一及絕對權力。概不能保證將在任何指定期間派付任何特定金額之股息。

### 問責性

董事負責根據有關財務報告之會計準則、GEM上市規則、法律及法例規定，編製真實而中肯地反映本集團事務狀況、經營業績及現金流量之財務報表。董事於編製截至二零二二年六月三十日止三個月、截至二零二二年九月三十日止六個月、截至二零二二年十二月三十一日止九個月及本年度之財務報表時，已採納適當會計政策並貫徹採用。本年度之財務報表已按持續經營基準編製。核數師就其對綜合財務報表之匯報責任所作聲明載於獨立核數師報告書。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Group requires sufficient funding for its working capital, debt repayment, further development and planned acquisitions. The Group currently faces limited financial resources and for the time being, it is in net current liabilities, although there are no immediate concerns for solvency due to the nature of its current liabilities. Failure to obtain additional funding in a timely fashion however, may adversely affect the Group's operation and its development plan. The Group is now actively engaged in fund raising, talking to several interested investors/financiers, trying to raise fund raising to significantly alleviate the current liability risks as well as improve its production performance and profitability. Furthermore the Group is to continue exploring investment opportunities for acquisitions for quality mining assets. The successful implementation of these measures would fundamentally improve the Group's financial position and address the current liabilities concerns.

### RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board is overall responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and ensuring that the Group has established and maintained appropriate and effective risk management and internal control systems. The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Group has conducted an annual review on whether an internal audit department is required. Given the relatively simple corporate and operation structure, the Group currently does not have an internal audit function. Even though the Group does not maintain an internal audit function, the Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

本集團需要足夠資金用於其營運資金、償還債務、進一步發展及計劃收購。本集團目前財務資源有限，目前處於淨流動負債狀況，惟由於其流動負債的性質，償付能力方面並無即時憂慮。然而，若無法及時獲得額外資金，可能會對本集團的運營及其發展計劃造成不利影響。本集團現積極開展集資活動，與多名感興趣的投資者／金融家進行協商，盡量籌集資金以大幅緩解當前的負債風險以及改善其生產表現及盈利能力。此外，本集團將繼續探索收購優質礦業資產的投資機會。成功實施該等措施將從根本上改善本集團的財務狀況並解決當前的負債問題。

### 風險管理及內部監控系統

董事會整體負責評估及釐定其在實現本集團策略目標時能夠承擔的風險性質及程度，並保證本集團設立並維持適當及有效的風險管理及內部監控系統。風險管理及內部監控系統乃為管理（而非消除）未能達到業務目標的風險，亦只能就重大錯誤陳述或損失提供合理（而非絕對）的保證。

本集團已就是否需要設立內部審計部門進行年度審閱。鑒於本集團的公司及業務架構相對簡單，本集團現時並無內部審計職能。儘管本集團並無維持內部審計職能，董事會整體負責評估及釐定本集團達成策略目標所願意接納的風險性質及程度，並確保本公司設立及維持合適有效的風險管理及內部控制系統。

## CORPORATE GOVERNANCE REPORT 企業管治報告

The Audit Committee reviews the risk management and internal controls that are significant to the Group on an on-going basis. The Audit Committee would consider the adequacy of resource, qualifications and experience and training of staff and external advisor of the Group's accounting, internal audit and financial reporting function.

The management of the Group is responsible for designing, maintaining, implementing and monitoring of the risk management and internal control system to ensure adequate control in place to safeguard the Group's assets and stakeholder's interest.

The Board performs annual reviews on any significant change of the business environment and establishes procedures to respond the risks result from significant change of business environment. The risk management and internal control systems are designed to mitigate the potential losses of the business.

The Group has engaged an independent professional party (the **"IC Expert"**) to carry out internal audit functions by conducting an annual review of the effectiveness of the risk management and internal control systems during the reporting period. IC Expert has reported findings and areas for improvement to the Company. The Group is committed to implementing the suggested improvement in the coming year and determined to establish and maintain adequate risk management and internal control processes.

The Board approved and adopted an inside information policy and procedures for the handling and dissemination of inside information. The insider information policy provide the guidelines to the directors, management and relevant staff (likely possessing the unpublished inside information) of the Group to ensure that the inside information of the Group is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations. The procedures include, among others, regularly remind the directors, management and relevant staff about the compliance with the securities dealing restrictions as set out in the Rules 5.48 to 5.67 of the GEM Listing Rules and the notification of the regular "Blackout Period".

審核委員會持續檢討對本集團而言屬重大的風險管理及內部監控。審核委員會將考慮有關本集團於會計、內部審核及財務呈報職能方面的員工及外部顧問的資源、資格及經驗以及培訓充足性。

本集團管理層負責設計、維持、執行及監察風險管理及內部監控系統以保證設有充足的監控保障本集團的資產及持份者的權益。

董事會將就任何業務環境的重大變動進行年度審核並制定程序應對因業務環境重大變動導致的風險。風險管理及內部監控系統旨在減輕業務的潛在損失。

本集團已委聘一名獨立專業人士(「**內部監控專家**」)透過對於報告期間內的風險管理及內部監控系統之成效進行年度檢討，從而履行內部審核職能。內部監控專家已向本公司匯報結果及須改進之處。本集團致力於在來年實施所建議的改進並議決制定及維持合適的風險管理及內部監控程序。

董事會已就內幕消息的處理及發佈批准及採納內幕消息政策及程序。內幕消息政策為本集團董事、管理層及相關員工(有可能管有尚未發佈內幕消息)提供指引，確保本集團的內幕消息按適用法律法規，以平等及適時的方式向公眾發佈。程序包括(但不限於)定期提醒董事、管理層及相關員工遵守GEM上市規則第5.48條至第5.67條所載的證券買賣限制，以及定期通知「禁售期」。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS

The Company encourages two-way communications with its shareholders. Extensive information about the Company's activities is provided in our quarterly, interim and annual reports to be sent to the shareholders. Enquiries from individuals on matters relating to their shareholdings or the business of the Company are welcomed and will be dealt with in an informative and timely manner. Shareholders and investors may communicate with the Company by mail, telephone, fax and email, details of which are made available on the Company's website. In order to promote effective communication, the Company maintains a website on which financial and other information relating to the Group and its business are disclosed. The Board had reviewed the implementation and effectiveness of the shareholder's communication policy during the Year, given the various means to enhance the communication between the Company and its shareholders, the Company considered that such policy was effective.

### SHAREHOLDERS' RIGHTS

As one of the measures to safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual Directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meetings will be voted by poll pursuant to the GEM Listing Rules and the poll results will be published on the websites of the Stock Exchange and the Company at "www.hkexnews.hk" and "http://www.grandtg.com", respectively, after the relevant shareholders' meetings.

### 與股東的溝通

本公司鼓勵與其股東的雙向溝通。有關本公司活動的大量資料乃於寄發予股東的季度、中期及年度報告中提供。個人可提出有關持股及本公司業務事項的問詢並將在知情及及時的情況下進行處理。股東及投資者可通過郵件、電話、傳真及電郵與本公司溝通，溝通方式可於本公司網站獲取。為促進有效溝通，本公司設有網站披露有關本集團及其業務的財務及其他資料。董事會已檢討股東溝通政策於年內的實施及成效，鑑於有多種方式加強本公司與其股東之間的溝通，本公司認為該政策有成效。

### 股東之權利

作為一項保障股東利益及權利之措施，在股東大會上會就每項重大議題（包括選舉個別董事）提呈之獨立決議案供股東考慮及表決。根據GEM上市規則，所有在股東大會上提呈之決議案均須以投票方式進行表決，投票表決之結果將於相關股東大會結束後分別刊載於聯交所網站(www.hkexnews.hk)及本公司網站(http://www.grandtg.com)。

## CORPORATE GOVERNANCE REPORT 企業管治報告

### Right to convene extraordinary general meeting

Any one or more shareholder of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

### Right to put enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post, together with his/her contact details, such as postal address, email or fax, to the principal office of the Company in Hong Kong for the attention of the Company Secretary.

### Right to put forward proposals at general meetings

Shareholders may put forward proposals at general meetings of the Company by sending the same to the principal office of the Company in Hong Kong, specifying his/her information, contact details and the proposal(s) he/she intends to put forward at the general meeting regarding any specified transaction/business and the supporting documents.

### 召開股東特別大會之權利

於遞呈要求當日持有有權在本公司股東大會投票之本公司繳足股本不少於十分一之任何一名或多名本公司股東，有權隨時向董事會或本公司之秘書發出書面要求，要求董事會召開股東特別大會以處理書面要求內指定之任何事務；而有關會議須於有關要求發出後兩(2)個月內舉行。倘於有關遞呈後二十一(21)日內，董事會未有召開有關會議，則遞呈要求人士可自行以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生之合理開支。

### 向董事會提出查詢之權利

股東有權向董事會提出查詢。所有查詢須以書面形式透過郵遞方式發出，並附帶股東之聯絡詳情（例如郵寄地址、電郵或傳真），送交本公司之香港主要辦事處，收件人註明為公司秘書。

### 於股東大會上提呈議案之權利

股東可於本公司股東大會上提呈議案，方法為將議案送交本公司於香港之主要辦事處，並註明彼之資料、聯絡詳情及彼就任何指定交易／事務而擬於股東大會上提呈之議案及支持文件。



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書



McM (HK) CPA Limited

### To the shareholders of Grand T G Gold Holdings Limited

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Grand T G Gold Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 97 to 219, which comprise the consolidated statement of financial position as at 31 March 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2023, 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 (the “HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### 致大唐滙金控股有限公司股東

*(於開曼群島註冊成立之有限公司)*

### 意見

吾等已審核載於第97至219頁之大唐滙金控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零二三年三月三十一日之綜合財務狀況表，以及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及包括重大會計政策概要之綜合財務報表附註。

吾等認為，綜合財務報表根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於二零二三年三月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按香港公司條例之披露要求妥為編製。

### 意見之基準

吾等按照香港會計師公會頒佈之香港核數準則(「香港核數準則」)進行審核工作。吾等於該等準則項下之責任進一步闡述於本報告核數師就審核綜合財務報表須承擔之責任一節。根據香港會計師公會之職業會計師道德守則(「守則」)，吾等獨立於 貴集團，並已根據守則履行其他道德責任。吾等相信，吾等所獲得之審核憑證能充分及適當地為吾等之意見提供基準。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which reveals that the Group had net current liabilities of approximately HK\$5,043,000 as at 31 March 2023. Based on the current position of the Group, the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. The Group has undertaken measures to mitigate such risk as set forth in note 2 to the consolidated financial statements to meet its overdue financial obligations from time to time, and the consolidated financial statements have been prepared on a going concern basis. Our opinion is not modified in respect of this matter.

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined: (i) impairment assessment of the cash generating unit of gold mining operation; and (ii) allowance for expected credit losses ("ECLs") of trade and other receivables to be the key audit matters to be communicated in our report.

### 與持續經營有關之重大不確定性

吾等提請注意綜合財務報表附註2，當中顯示 貴集團於二零二三年三月三十一日之流動負債淨額約為5,043,000港元。根據 貴集團當前之流動資金狀況， 貴集團可能存在財務不確定性，令 貴集團之持續經營能力嚴重存疑。 貴集團已採取措施減緩綜合財務報表附註2所載之風險，以履行其不時逾期之財務責任，而綜合財務報表乃按持續經營基準編製。吾等不會就此事項修訂意見。

### 關鍵審核事項

關鍵審核事項為根據吾等之專業判斷，對吾等審核本期綜合財務報表而言最為重要之事項。吾等於審核整體綜合財務報表及達致相關意見時處理該等事項，但不會就該等事項提供單獨意見。吾等已釐定將下述事項作為將於本報告中溝通之關鍵審核事項：(i)金礦開採業務現金產生單位的減值評估；及(ii)應收貿易賬款及其他應收賬項的預期信貸虧損(「預期信貸虧損」)撥備。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

### KEY AUDIT MATTERS (Continued)

### 關鍵審核事項(續)

#### Key Audit Matter

#### How our audit addressed the Key Audit Matter

##### 關鍵審核事項

##### 吾等之審核如何處理關鍵審核事項

#### Impairment assessment of the cash generating unit of gold mining operation

#### 金礦開採業務現金產生單位的減值評估

Refer to accounting policies in note 4(h), significant accounting judgments and estimates in note 5 and relevant disclosures made in notes 15, 16 and 17 to the consolidated financial statements.

參閱附註4(h)的會計政策、附註5的重大會計判斷及估計，以及綜合財務報表附註15、16及17作出之相關披露。

As at 31 March 2023, the Group had property, plant and equipment, mining rights related assets, construction in progress and right-of-use assets relating to the gold mining operation which amounted to approximately HK\$681,079,000, HK\$44,124,000, HK\$51,229,000 and HK\$10,202,000, respectively, were allocated to the cash generating units ("CGU") of gold mining operation. The impairment assessment of CGU of gold mining operation is a key audit matter due to its significance and judgement involved.

於二零二三年三月三十一日，貴集團與金礦開採業務有關之物業、廠房及設備、採礦權相關資產、在建工程及使用權資產分別為約681,079,000港元、44,124,000港元、51,229,000港元及10,202,000港元，獲分配至黃金開採業務現金產生單位（「現金產生單位」）。由於其重要性及涉及判斷，因此黃金開採業務現金產生單位減值評估為關鍵審核事項。

Our audit procedures in relation to the impairment assessment of the cash generating unit of gold mining operation included:

吾等就金礦開採業務現金產生單位減值評估進行之審核程序包括：

- Assessing management's identification of CGU of gold mining operation and impairment assessment policies based on the Group's accounting policies and understanding of the Group's business;
- 根據 貴集團之會計政策及對 貴集團業務之了解評估管理層對金礦開採業務現金產生單位之識別及減值評估政策；
- Engaging a valuation specialist to assist us to review the appropriateness of the value-in-use calculation methodology adopted by management, the accuracy of the calculations, the appropriateness of the discount rate and the market data used;
- 委聘估值專家協助吾等檢討管理層所採納之使用價值計算法之適當性、計算之準確性、折現率及所使用之市場數據的適當性；
- Assessing and challenging the reasonableness of key assumptions adopted by management in the preparation of discounted cash flow underlying the value-in-use calculation (including mining costs, gold prices and discount rate) based on the Group's business against industry performances; and
- 根據 貴集團業務對比行業表現評估及質疑管理層於編製使用價值計算相關之貼現現金流量時所採用主要假設（包括開採成本、黃金價格及折讓率）之合理性；及
- Reviewing the appropriateness of the disclosures in the consolidated financial statements.
- 審閱在綜合財務報表中所作披露之適當性。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告書

### KEY AUDIT MATTERS (Continued)

### 關鍵審核事項(續)

#### Key Audit Matter

#### How our audit addressed the Key Audit Matter

##### 關鍵審核事項

##### 吾等之審核如何處理關鍵審核事項

#### Allowance for ECLs of trade and other receivables

#### 貿易應收賬款及其他應收賬項的預期信貸虧損撥備

Refer to accounting policies in note 4(v), significant accounting judgments and estimates in note 5 and relevant disclosures made in notes 22, 23 and 37(c) to the consolidated financial statements.

請參閱綜合財務報表附註4(v)的會計政策、附註5的重大會計判斷及估計以及附註22、23及37(c)作出的相關披露。

As at 31 March 2023, the carrying amount of the Group's trade and other receivables, net of allowance, were HK\$41,072,000 and HK\$2,882,000, respectively.

於二零二三年三月三十一日，貴集團的貿易應收賬款及其他應收賬項(扣除撥備)的賬面值分別為41,072,000港元及2,882,000港元。

The measurement of forward-looking ECLs approach requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECLs models (for exposures assessed individually or collectively), such as forward-looking macroeconomic factors.

前瞻性預期信貸虧損方法的計量需要應用重大判斷及增加複雜性，包括識別信用質量嚴重惡化的風險敞口以及預期信貸虧損模型中使用的假設(針對個別或共同評估的風險敞口)，比如前瞻性宏觀經濟因素。

We identified the above matter as a key audit matter due to the significant judgement and estimates made by the management involved in determining the allowance for ECLs for trade and other receivables.

吾等將上述事項識別為關鍵審核事項，原因是管理層於釐定貿易應收賬款及其他應收賬項的預期信貸虧損撥備時涉及作出重大判斷及估計。

Our audit procedures in relation to the allowance for ECLs of trade and other receivables included:

吾等對貿易應收賬款及其他應收賬項的預期信貸虧損撥備的審核程序包括：

- Obtaining an understanding of and evaluating the Group's credit policies;
- 了解並評估 貴集團的信貸政策；
- With the assistance of auditor's expert, assessing the reasonableness of the Group's ECLs models by examining the model input used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward looking information including the economic variables and assumptions used and their probability weightings and assessing whether there was an indication of management bias when recognising loss allowances;
- 在核數師的專家的協助下，通過檢查管理層用於形成有關判斷的模型輸入數據，評估 貴集團預期信貸虧損模型的合理性，包括測試歷史違約數據的準確性、評估歷史虧損率是否根據當前的經濟狀況及前瞻性資料進行適當的調整，包括所使用的經濟變量及假設及其概率權重，並評估於確認虧損撥備時是否有管理層偏向的跡象；
- Inspecting settlements after the financial year end relating to the trade and other receivables as at 31 March 2023; and
- 檢查財政年度結束後與於二零二三年三月三十一日的應收貿易賬款及其他應收賬項有關的結算情況；及
- Reviewing the appropriateness of the disclosure in the consolidated financial statements.
- 審核綜合財務報表中的披露的恰當性。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

### OTHER INFORMATION

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

### 其他資料

貴公司董事須就其他資料負責。其他資料包括 貴公司年報(綜合財務報表及吾等就其發出之核數師報告書除外)所載之全部資料。

吾等對綜合財務報表之意見並不涵蓋其他資料，亦不對該等其他資料發表任何形式之鑒證結論。

就綜合財務報表之審核而言，吾等之責任是閱覽其他資料，並在此過程中考慮其他資料是否與綜合財務報表或吾等在審核過程中所獲之情況大不相同，或似有重大錯誤陳述。基於已執行之工作，倘吾等得出結論認為其他資料有重大錯誤陳述，則須報告該事實。吾等並無就此作出任何報告。

### 董事及審核委員會就綜合財務報表須 承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例的披露規定編製真實而公平之綜合財務報表，及落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之任何重大錯誤陳述。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

### RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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 assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

### 董事及審核委員會就綜合財務報表須 承擔之責任<sup>(續)</sup>

於編製綜合財務報表時，董事負責評估 貴集團持續經營之能力，並於適用情況下披露與持續經營有關之事項，及使用持續經營會計基礎，除非董事有意將 貴集團清盤或停業或別無其他實際之替代方案。

審核委員會協助董事履行監督 貴集團之財務報告程序之職責。

### 核數師就審核綜合財務報表須承擔之 責任

吾等之目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之任何重大錯誤陳述取得合理保證，並出具包括吾等意見之核數師報告書。吾等僅根據吾等協定的委聘條款向整體股東報告，除此之外本報告別無其他用途。吾等概不就本報告內容向任何其他人士承擔或負上任何責任。

合理保證屬高度保證，但並非關於根據香港核數準則進行之審核總能發現某一存在之重大錯誤陳述之擔保。錯誤陳述可因欺詐或錯誤產生，倘個別或整體於合理預期情況下可影響使用者根據該等綜合財務報表作出之經濟決定，則有關錯誤陳述被視為重大。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

### 核數師就審核綜合財務報表須承擔之 責任(續)

作為根據香港核數準則進行審核工作之一部分，吾等於整個審核過程中行使專業判斷並抱持專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由欺詐或錯誤所導致之重大錯誤陳述風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當之審核憑證為吾等之意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或僭越內部控制，故因未能發現欺詐所導致之重大錯誤陳述風險高於因未能發現錯誤所導致者。
- 了解與審核有關之內部監控，以設計於各種情況下適當之審核程序，惟並非旨在對貴集團內部監控之有效性發表意見。
- 評估董事所用會計政策之恰當性及所作會計估計及相關披露之合理性。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

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

- 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須承擔之 責任(續)

- 對董事採用持續經營會計基準之恰當性作出結論，並根據已獲得之審核憑證，確定是否存在與事件或情況有關之重大不明朗因素，可能令 貴集團之持續經營能力嚴重成疑。倘吾等得出結論認為存在重大不明朗因素，則須於核數師報告書中提請使用者注意綜合財務報表內之相關披露，或倘有關披露不足，則修訂吾等之意見。吾等之結論是基於截至核數師報告書日期所獲得之審核憑證。然而，未來事件或情況可能導致 貴集團不再持續經營。
- 評估綜合財務報表之整體呈報、架構及內容（包括披露資料），以及綜合財務報表是否已公允反映相關交易及事件。
- 就 貴集團內實體或業務活動之財務資料獲得充足及適當之審核憑證，以就綜合財務報表發表意見。吾等負責指導、監督及執行 貴集團之審核工作，並就審核意見承擔全部責任。

吾等與審核委員會溝通（其中包括）審核工作之計劃範圍、時間及重大審核發現，包括吾等於審核過程中所識別之內部監控之任何重大缺陷。



## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告書

### 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.

#### **McM (HK) CPA Limited**

*Certified Public Accountants*

#### **Wong Ka Bo, Jimmy**

Audit Engagement Director

Practising Certificate Number – P07560

24/F., Siu On Centre  
188 Lockhart Road, Wan Chai  
Hong Kong

Hong Kong, 28 June 2023

### 核數師就審核綜合財務報表須承擔之 責任(續)

吾等亦向審核委員會提交聲明，表示吾等已遵守有關獨立性之相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性之所有關係及其他事項以及為消除威脅而採取的行動或採用的防範措施(倘適用)。

從與審核委員會溝通之事項中，吾等決定對本期綜合財務報表之審核最為重要因而構成關鍵審核事項之事項。吾等在核數師報告書中描述該等事項，除非法律或法規不允許公開披露有關事項，或於極端罕見之情況下，倘合理預期在報告中溝通某事項造成之負面後果超過其產生之公眾利益，則吾等決定不應在報告書中溝通該事項。

#### 長盈(香港)會計師事務所有限公司

執業會計師

#### 黃家寶

審核項目董事

執業證書號碼 – P07560

香港  
灣仔駱克道188號  
兆安中心24樓

香港，二零二三年六月二十八日

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	7	153,195	128,434
Cost of sales	銷售成本		(89,886)	(91,498)
Gross profit	毛利		63,309	36,936
Other income and expenses, net	其他收入及開支，淨額	8	117	20,266
Selling and distribution expenses	銷售及分銷開支		(1,687)	(2,626)
Administrative expenses	行政開支		(28,331)	(22,503)
Impairment losses under excepted credit losses (“ECLs”) on other receivables	與其他應收賬項有關的預期信貸虧損(「預期信貸虧損」)下的減值虧損		(1,802)	-
Operating results	經營業績		31,606	32,073
Finance costs	融資成本	9	(10,794)	(17,318)
Profit before tax	除稅前溢利	10	20,812	14,755
Income tax credit/(expense)	所得稅抵免／(開支)	11	22,924	(6,911)
<b>Profit for the year</b>	<b>年度溢利</b>		<b>43,736</b>	<b>7,844</b>
<b>Profit/(loss) for the year attributable: 年度溢利／(虧損)歸屬於：</b>				
Owners of the Company	本公司擁有人		26,109	(137)
Non-controlling interests	非控股權益		17,627	7,981
			<b>43,736</b>	<b>7,844</b>
			<b>HK cents</b> 港仙	HK cents 港仙
<b>Earnings/(loss) per share attributable to owners of the Company 本公司擁有人應佔每股盈利／(虧損)</b>				
Basic	基本	14	0.48	(0.01)
Diluted	攤薄	14	0.48	(0.01)

## CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註		
<b>Profit for the year</b>	年度溢利	<b>43,736</b>	7,844
<b>Other comprehensive income for the year, net of tax:</b>	年度其他全面收益(扣除稅項)：		
<i>Item that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益之項目：		
Exchange differences arising from translation of financial statements of overseas subsidiaries	因換算海外附屬公司財務報表所產生之匯兌差額	<b>(29,594)</b>	14,807
<b>Total comprehensive income for the year</b>	年度全面收益總額	<b>14,142</b>	22,651
<b>Total comprehensive income for the year attributable to:</b>	年度全面收益總額歸屬於：		
Owners of the Company	本公司擁有人	<b>(2,158)</b>	14,060
Non-controlling interests	非控股權益	<b>16,300</b>	8,591
		<b>14,142</b>	22,651

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	681,079	757,064
Construction in progress	在建工程	15	51,229	55,279
Right-of-use assets	使用權資產	16	10,202	6,768
Mining rights related assets	採礦權相關資產	17	44,124	63,065
Investment in an associate	對一家聯營公司的投資	18	-	-
			<b>786,634</b>	882,176
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	16,701	5,554
Promissory notes	承兌票據	21	-	-
Trade receivables	貿易應收賬項	22	41,072	15,697
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬項	23	17,962	16,351
Pledged bank deposits	已質押銀行存款	24	20,000	-
Cash and bank balances	現金及銀行結餘	24	24,641	4,444
			<b>120,376</b>	42,046
<b>Current liabilities</b>	<b>流動負債</b>			
Lease liabilities	租賃負債	25	-	-
Trade and other payables	應付貿易賬項及其他應付賬項	26	47,005	91,671
Borrowings	借貸	27	7,333	13,134
Bonds	債券	28	14,342	13,838
Tax payables	應付稅項		56,739	80,137
Convertible bonds	可換股債券	29	-	28,754
			<b>125,419</b>	227,534
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(5,043)</b>	(185,488)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>781,591</b>	696,688

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other payables	其他應付賬項	26	37,994	35,913
Borrowings	借貸	27	302,966	388,758
Deferred tax liabilities	遞延稅項負債	30	-	221
			<b>340,960</b>	424,892
<b>Net assets</b>	<b>淨資產</b>		<b>440,631</b>	271,796
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本	32	5,987	89,807
Reserves	儲備	33(a)	374,480	138,125
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>380,467</b>	227,932
Non-controlling interests	非控股權益		<b>60,164</b>	43,864
<b>Total equity</b>	<b>總權益</b>		<b>440,631</b>	271,796

The consolidated financial statements on pages 97 to 219 were approved and authorised for issue by the Board of Directors on 28 June 2023 and are signed on its behalf by:

第97至219頁之綜合財務報表於二零二三年六月二十八日獲董事會批准及授權刊發，並由下列董事代表簽署：

**Li Dahong**

李大宏

Director

董事

**Ma Xiaona**

馬曉娜

Director

董事

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔								
		Issued share capital	Share premium	Foreign currency translation reserve	Share option reserve	Convertible bonds reserve	Accumulated losses	Non-controlling interests	Total	
		已發行股本	股份溢價	外幣換算儲備	購股權儲備	可換股債券儲備	累計虧損	非控股權益	總計	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
As at 1 April 2022	於二零二二年四月一日	89,807	1,842,983	4,866	-	12,543	(1,722,267)	227,932	43,864	271,796
Profit for the year	年度溢利	-	-	-	-	-	26,109	26,109	17,627	43,736
Other comprehensive income	其他全面收益									
Exchange differences arising from translation of financial statements of overseas subsidiaries	因換算海外附屬公司財務報表所產生之匯兌差額	-	-	(28,267)	-	-	-	(28,267)	(1,327)	(29,594)
<b>Changes for the year</b>	<b>年度變動</b>	-	-	(28,267)	-	-	26,109	(2,158)	16,300	14,142
Share option granted (note 35)	授出購股權(附註35)	-	-	-	1,972	-	-	1,972	-	1,972
Capital reorganisation (note 32)	資本重組(附註32)	(88,310)	88,310	-	-	-	-	-	-	-
Transfer of convertible bonds reverse upon redemption of convertible bonds (note 29)	可換股債券贖回之時可換股債券儲備之轉讓(附註29)	-	-	-	-	(12,543)	12,543	-	-	-
Issuance of shares upon rights issue (note 32)	供股時發行股份(附註32)	4,490	152,672	-	-	-	-	157,162	-	157,162
Share issue expenses	股份發行開支	-	(4,441)	-	-	-	-	(4,441)	-	(4,441)
		(83,820)	236,541	-	1,972	(12,543)	12,543	154,693	-	154,693
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>	<b>5,987</b>	<b>2,079,524</b>	<b>(23,401)</b>	<b>1,972</b>	<b>-</b>	<b>(1,683,615)</b>	<b>380,467</b>	<b>60,164</b>	<b>440,631</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔								
		Issued share capital	Share premium	Foreign currency translation reserve 外幣換算 儲備	Share option reserve 購股權 儲備	Convertible bonds reserve 可換股債券 儲備	Accumulated losses	Sub-total	Non- controlling interests	Total
		已發行股本 HK\$'000 千港元	股份溢價 HK\$'000 千港元	外幣換算 儲備 HK\$'000 千港元	購股權 儲備 HK\$'000 千港元	可換股債券 儲備 HK\$'000 千港元	累計虧損 HK\$'000 千港元	小計 HK\$'000 千港元	非控股權益 HK\$'000 千港元	總計 HK\$'000 千港元
As at 1 April 2021	於二零二一年四月一日	89,807	1,842,983	(9,331)	-	12,543	(1,722,130)	213,872	35,273	249,145
(Loss)/profit for the year	年度(虧損)/溢利	-	-	-	-	-	(137)	(137)	7,981	7,844
Other comprehensive income	其他全面收益									
Exchange differences arising from translation of financial statements of overseas subsidiaries	因換算海外附屬公司 財務報表所產生之 匯兌差額	-	-	14,197	-	-	-	14,197	610	14,807
<b>Changes for the year</b>	<b>年度變動</b>	-	-	14,197	-	-	(137)	14,060	8,591	22,651
<b>At 31 March 2022</b>	<b>於二零二二年 三月三十一日</b>	<b>89,807</b>	<b>1,842,983</b>	<b>4,866</b>	<b>-</b>	<b>12,543</b>	<b>(1,722,267)</b>	<b>227,932</b>	<b>43,864</b>	<b>271,796</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>來自經營活動的現金流量</b>		
Profit before tax	除稅前溢利	20,812	14,755
Adjustments for:	就以下各項作出調整：		
Depreciation on property, plant and equipment and mining rights related assets	物業、廠房及設備以及採礦權相關資產的折舊	37,985	39,340
Depreciation of right-of-use assets	使用權資產折舊	128	203
Finance costs	融資成本	10,794	17,318
Gain on waiver of interest of borrowings	豁免借貸利息的收益	-	(14,529)
Equity-settled share-based payments	以股權結算以股份為基礎的付款	1,972	-
Impairment losses under ECLs on other receivables	其他應收賬項預期信貸虧損下的減值虧損	1,802	-
Interest income	利息收入	(39)	(57)
<b>Operating result before working capital changes</b>	<b>於營運資金變動前的經營業績</b>	<b>73,454</b>	<b>57,030</b>
Changes in inventories	存貨變動	(11,554)	1,755
Changes in trade receivables	貿易應收賬款變動	(26,505)	(3,905)
Changes in deposits, prepayments and other receivables	按金、預付款項及其他應收賬項變動	(4,483)	(1,969)
Changes in trade and other payables	應付貿易賬款及其他應付賬項變動	(29,866)	23,778
Cash generated from operation	經營業務產生之現金	1,046	76,689
Interest element of lease rentals paid	已付租金之利息部分	-	(1)
<b>Net cash generated from operating activities</b>	<b>自經營活動產生之現金淨額</b>	<b>1,046</b>	<b>76,688</b>



## CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註		
<b>Cash flow from investing activities</b>	<b>投資活動產生之現金流量</b>		
Purchases of property, plant and equipment	購置物業、廠房及設備	(13,118)	(39,658)
Expenditure incurred on mining rights related assets	採礦權相關資產產生之開支	(3,304)	(13,174)
Proceeds from disposal/written-off of mining rights related assets	來自採礦權相關資產出售／撇銷之所得款項	13,298	1,279
Expenditure incurred on right-of-use assets	使用權資產產生之開支	(4,057)	(6,906)
Interest received	已收利息	39	57
Placement of pledged deposits	存放已抵押存款	(20,000)	-
<b>Net cash used in investing activities</b>	<b>投資活動所用之現金淨額</b>	<b>(27,142)</b>	<b>(58,402)</b>
<b>Cash flow from financing activities</b>	<b>融資活動之現金流量</b>		
Proceeds from borrowings raised	來自所籌得借貸的所得款項	108,188	34,494
Repayment of borrowings	償還借貸	(184,025)	(53,126)
Repayment of convertible bonds	償還可換股債券	(30,273)	(1,208)
Principal element of lease payment	租賃付款的本金部分	-	(75)
Share issuing expenses	股份發行開支	(4,441)	-
Proceeds from rights issue	來自供股的所得款項	157,162	-
<b>Net cash from/(used in) financing activities</b>	<b>融資活動所得／(所用)之現金淨額</b>	<b>46,611</b>	<b>(19,915)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>現金及現金等值項目增加／(減少)淨額</b>	<b>20,515</b>	<b>(1,629)</b>
Cash and cash equivalents at 1 April	於四月一日之現金及現金等值項目	4,444	5,916
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	(318)	157
<b>Cash and cash equivalents at 31 March</b>	<b>於三月三十一日之現金及現金等值項目</b>	<b>24,641</b>	<b>4,444</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 1. GENERAL INFORMATION

Grand T G Gold Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its principal place of business in Hong Kong is Room A–B, 8th Floor, Centre Mark II, 305–313 Queen’s Road Central, Sheung Wan, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. Its subsidiaries (together with the Company collectively referred to as the “Group” hereinafter) are principally engaged in gold exploration, mining and mineral processing. Details of the principal activities of its subsidiaries are set out in note 19 to the consolidated financial statements.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is the functional currency of the Company, with values rounded to the nearest thousand. The functional currency of the Group’s operating subsidiary, Tongguan Taizhou Mining Company Limited (“Taizhou Mining”) is Renminbi (“RMB”).

### 1. 一般資料

大唐滄金控股有限公司(「本公司」)根據開曼群島法例第22章公司法(一九六一年法律第3章，經綜合及修訂)在開曼群島註冊成立為一間獲豁免有限公司。其香港主要營業地點為香港上環皇后大道中305–313號永業中心8樓A–B室。本公司股份在香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司之主要活動為投資控股。其附屬公司(連同本公司於下文統稱為「本集團」)之主要業務為黃金勘探、開採及礦物加工。有關其附屬公司主要業務的詳情載於綜合財務報表附註19。

綜合財務報表以港元(「港元」)呈列，港元為本公司之功能貨幣，若干價值已四捨五入至最接近千位數。本集團之營運附屬公司滄關縣太洲礦業有限責任公司(「太洲礦業」)的功能貨幣為人民幣(「人民幣」)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which in collective term includes all applicable Hong Kong Financial Reporting Standards (“HKFRS”), Hong Kong Accounting Standards (“HKAS”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and accounting principles generally accepted in Hong Kong. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are discussed in note 4 below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 below provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

### 2. 編製基準

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，包括所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋的統稱）以及香港公認會計原則編製。該等綜合財務報表亦遵守聯交所GEM證券上市規則（「GEM上市規則」）之適用披露條文及香港公司條例（第622章）之披露規定。本集團所採納之重大會計政策於下文附註4討論。

香港會計師公會已頒佈於本集團本會計期間首次生效或可予提早採納之若干新訂及經修訂香港財務報告準則。下文附註3載列因初步應用本期及過往會計期間與本集團有關並已反映於該等綜合財務報表內之該等發展而導致的會計政策變動資料。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 2. BASIS OF PREPARATION (Continued)

#### Going concern assumption

As at 31 March 2023, the Group had net current liabilities of approximately HK\$5,043,000 (2022: HK\$185,488,000). Based on the current position of the Group, the Group might have financial uncertainties which may cast significant doubt on the Group's ability to continue as a going concern. In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the impact of the current and anticipated future liquidity of the Group. The validity of the Group to operate as a going concern is dependent upon the successful outcomes of the Group to (i) attain profitable and positive cash flows from operations; and (ii) renew or extend the existing borrowings, complete debt financing or obtain new credit line, at a level sufficient to finance the working capital requirements and financial obligations of the Group. Having considered the above scenarios, the directors considered that it is appropriate to adopt the going concern in preparing these consolidated financial statements. In order to strengthen the Group's capital base and liquidity in the foreseeable future, the Group has taken the following measures:

- the directors of the Company have been taking various cost control measures to tighten the costs of operations and implementing various strategies to enhance the Group's revenue;
- negotiating with lenders to extend the repayment terms of borrowings, including bonds and borrowings; and
- Continue to seek alternative debt and/or equity financing to meet cash flow requirement.

### 2. 編製基準(續)

#### 持續經營假設

於二零二三年三月三十一日，本集團之流動負債淨額約為5,043,000港元(二零二二年：185,488,000港元)。根據本集團當前之狀況，本集團可能存在財務不確定性，令本集團之持續經營能力嚴重存疑。於編製該等財務報表時，本公司董事已審慎考慮本集團現時及預期未來流動資金之影響。本集團持續經營基準的有效性取決於本集團能否成功(i)自營運獲得盈利及正面現金流量；及(ii)續期或延長現有借貸期限、完成債務融資或取得新的信貸額度，以獲取足夠資金滿足本集團的營運資金需求及財務責任。經考慮上述情況後，董事認為採納持續經營基準編製該等綜合財務報表乃屬適當。為加強本集團於可見將來的資本基礎及流動資金，本集團已採取以下措施：

- 本公司董事一直採取多項成本控制措施以收緊經營成本，並實施不同策略，以期提升本集團之收益；
- 與貸款人磋商，延長借貸(包括債券及借貸)之還款期限；及
- 繼續尋求替代債務及／或股權融資以滿足現金流量需求。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 2. BASIS OF PREPARATION (Continued)

#### Going concern assumption (Continued)

Based on the cash flow projections of the Group and having taken into account the available financial resources of the Group, including the proceeds from rights issue and financial support from controlling shareholders, together with the above measures, The directors are of opinion that the Group is able to continue as a going concern and to meet their financial liabilities as and when they fall due for the next twelve months. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effects of these potential adjustments have not been reflected in these consolidated financial statements.

### 2. 編製基準(續)

#### 持續經營假設(續)

根據本集團之現金流量預測並經計及本集團可得之財務資源(包括供股所得款項及控股股東的財務支援)以及上述措施，董事認為本集團能夠繼續以持續經營基準經營業務及在未來十二個月於金融負債到期時償還有關負債。倘本集團無法繼續以持續經營基準經營業務，則綜合財務報表將作出調整，以將本集團資產之價值調整至其可收回金額、為任何可能產生之進一步負債計提撥備以及將非流動資產及負債分別重新分類為流動資產及負債。該等潛在調整之影響並無反映於該等綜合財務報表內。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 3. ADOPTION OF NEW AND REVISED HKFRSs

#### (a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements Project to HKFRS Standards 2018–2020	Amendments to HKFRS 1, HKFRS 9, HKFRS 16 and HKAS 41
Revised Accounting Guideline 5	Merger Accounting for Common Control Combination

The application of the amendments to HKFRSs in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

### 3. 採納新訂及經修訂香港財務報告準則

#### (a) 應用新訂及經修訂香港財務報告準則

本集團已就編製綜合財務報表首次應用由香港會計師公會頒佈且於二零二二年四月一日或之後開始的年度期間強制生效之下列香港財務報告準則修訂本：

香港會計準則第16號(修訂本)	物業、廠房及設備：作擬定用途前的所得款項
香港會計準則第37號(修訂本)	虧損性合約－履行合約的成本
香港財務報告準則第3號(修訂本)	對概念框架的提述
香港財務報告準則二零一八年至二零二零年的年度改進項目	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號及香港會計準則第41號(修訂本)
根據會計指引第5號進行修訂	共同控制合併下的合併會計處理

於本年度應用香港財務報告準則的修訂本，對本集團本年度及以往年度的財務狀況及績效及／或該等綜合財務報表中所載列的披露並無重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 3. ADOPTION OF NEW AND REVISED HKFRSs

(Continued)

#### (b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 April 2022. These new and revised HKFRSs include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after		於該日或之後 開始的會計 期間生效
Amendments to HKAS 1 and HKFRS Practice Statement 2 – Disclosure of Accounting Policies	1 January 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(修訂本) – 會計政策披露	二零二三年一月一日
Amendments to HKAS 8 – Definition of Accounting Estimates	1 January 2023	香港會計準則第8號(修訂本) – 會計估計的定義	二零二三年一月一日
Amendments to HKAS 12 – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	1 January 2023	香港會計準則第12號(修訂本) – 與單一交易產生之資產及負債相關之遞延稅項	二零二三年一月一日
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-current	1 January 2024	香港會計準則第1號(修訂本) – 將負債分類為流動或非流動	二零二四年一月一日
Amendments to HKAS 1 – Non-current liabilities with Covenants	1 January 2024	香港會計準則第1號(修訂本) – 有契據的非流動性負債	二零二四年一月一日
Amendments to HKFRS 16 – Lease Liability in a Sales and Leaseback	1 January 2024	香港財務報告準則第16號(修訂本) – 售後回租的租賃負債	二零二四年一月一日
Amendments to HKFRS 10 and HKAS 28 – Sale 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) – 投資者與其聯營公司或合營公司之間的資產出售或注資	待定
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024	香港詮釋第5號(二零二零年)財務報表呈報，借貨人對包含按要索償還條款的定期貸款之分類	二零二四年一月一日

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團尚未提早應用於二零二二年四月一日開始之財政年度已頒佈但尚未生效之新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團相關之準則。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 3. ADOPTION OF NEW AND REVISED HKFRSs

(Continued)

#### (b) New and revised HKFRSs in issue but not yet effective

(Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

The preparation of financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires management to exercise its judgment in the process of applying the accounting policies. The areas involving critical judgement, and areas where assumptions and estimates are significant to these financial statements, are disclosed in note 5 to the consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below:

#### (a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, 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. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities (i.e. activities that significantly affect the entity's returns).

### 3. 採納新訂及經修訂香港財務報告準則(續)

#### (b) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則(續)

本集團正在評估該等修訂本及新訂準則預期於首次應用期間的影響。迄今為止，本集團認為採納該等修訂本及新訂準則不太可能對綜合財務報表產生重大影響。

### 4. 重大會計政策概要

綜合財務報表已根據歷史成本法編製。

編製符合香港財務報告準則之財務報表時需要作出若干主要假設及估計，而管理層亦需要於應用會計政策之過程中進行判斷。涉及關鍵判斷以及就本財務報表而言屬重大之假設及估計所涉及之範疇於綜合財務報表附註5披露。

於編製該等綜合財務報表時應用之重大會計政策載列如下：

#### (a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至三月三十一日止的財務報表。附屬公司指本集團擁有控制權之實體。當本集團因參與實體業務而承擔可變回報之風險或享有可變回報之權利，且能夠透過其對實體之權力影響該等回報時，則本集團控制該實體。當本集團之現有權利使其能夠於現時掌控相關業務(即對實體回報產生重大影響之業務)時，則本集團對該實體擁有權力。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill and any accumulated foreign currency translation reserve relating to that subsidiary.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

### 4. 重大會計政策概要(續)

#### (a) 綜合賬目(續)

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權。潛在投票權僅於其持有人能夠實際行使該權利之情況下方會予以考慮。

附屬公司自控制權轉移至本集團當日起綜合入賬，並自控制權終止當日起不再綜合入賬。

因出售一間附屬公司而導致失去控制權之收益或虧損指(i)出售代價之公平值加於該附屬公司任何保留投資的公平值與(ii)本公司應佔該附屬公司淨資產加與該附屬公司有關之任何餘下商譽及任何累計外幣換算儲備之間的差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非交易證明所轉讓資產出現減值，未變現虧損亦予以對銷。附屬公司之會計政策已在必要時作出變動，以確保其與本集團所採納之政策一致。

非控股權益指並非由本公司直接或間接應佔的附屬公司的權益。非控股權益在綜合財務狀況表及綜合權益變動表之權益列示。於綜合損益表和綜合損益及其他全面收益表內，非控股權益呈列為在本公司非控股股東與擁有人之間分配的年度損益及全面收益總額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (a) Consolidation (Continued)

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

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale). Cost includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividend received or receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend 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 statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

### 4. 重大會計政策概要(續)

#### (a) 綜合賬目(續)

損益及其他全面收益各組成部分歸屬於本公司擁有人及非控股股東，即使此舉導致非控股權益出現虧絀結餘。

本公司於一間附屬公司的所有權權益出現變動但並無因此失去控制權，則按權益交易(即與擁有人以其擁有人身份進行的交易)入賬。控股及非控股權益的賬面值經調整以反映其於附屬公司相關權益的變動。經調整非控股權益金額與已付或已收代價公平值之間的任何差額直接於權益內確認，並歸屬於本公司擁有人。

於本公司財務狀況表內，於附屬公司之投資按成本減去減值虧損呈報，除非該投資被分類為持作出售(或納入分類為持作出售之出售組別)。成本包括投資直接歸屬的成本。本公司基於已收或應收股息將附屬公司的業績列賬。

倘自附屬公司收取的股息超出宣派股息期間該附屬公司的全面收益總額，或倘獨立財務報表的投資賬面值超出綜合財務報表所示投資對象資產淨值(包括商譽)的賬面值，則收取該等投資的股息時須就於附屬公司的投資進行減值測試。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group assesses whether there is an objective evidence that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

### 4. 重大會計政策概要(續)

#### (b) 聯營公司

聯營公司是指本集團對其有重大影響力的實體。重大影響力為參與某一實體的財務及營運政策決定的權力，而不是對該等政策的控制或共同控制權。在評估本集團是否有重大影響力時，會考慮目前可行使或可轉換的潛在投票權之存在及其影響，包括其他實體持有的潛在投票權。在評估一項潛在投票權是否促成重大影響力時，不會考慮持有人行使或轉換該權利之意圖及財務能力。

於聯營公司之投資按權益會計法計入綜合財務報表，並初步按成本確認。收購中的聯營公司可辨認資產及負債乃按收購日之公平值計量。投資成本超過本集團應佔聯營公司可辨認資產及負債之淨公平值之差額列為商譽，計入投資的賬面值。本集團應佔可辨認資產及負債之淨公平值超過收購成本之差額於綜合損益內確認。

本集團評估是否存在客觀證據表明於聯營公司之權益可能減值。在存在任何客觀證據的情況下，投資的全部賬面值（包括商譽）將按照香港會計準則第36號規定作為單一資產透過比較其可收回金額（以使用價值與公平值減出售成本的較高者為準）與其賬面值進行減值測試。確認的任何減值虧損不會分配至構成投資賬面值之部分的任何資產（包括商譽）。倘投資的可收回金額其後增加，則按照香港會計準則第36號規定確認減值虧損的任何撥回。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (b) Associates (Continued)

The Group's share of an associate's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in an associate equals or exceeds its interest in the associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's entire carrying amount of that associate (including goodwill) and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

### 4. 重大會計政策概要(續)

#### (b) 聯營公司(續)

本集團應佔聯營公司之收購後溢利或虧損及其他綜合收益於綜合損益及其他全面收益表中確認。當本集團應攤聯營公司之虧損等於或超過其於聯營公司之權益(包括實質構成本集團於聯營公司淨投資之部分的任何長期權益)時,除非本集團已代聯營公司承擔義務或作出付款,否則本集團不會確認進一步虧損。倘聯營公司其後報收溢利,則本集團僅於其應佔溢利等於其應佔未確認虧損之情況下恢復確認其應佔之該等溢利。

導致喪失重大影響力的出售聯營公司所得損益是指(i)出售對價之公平值加上保留於該聯營公司之任何投資之公平值與(ii)本集團於該聯營公司之全部賬面值(包括商譽)及任何相關累計外幣折算儲備之間的差額。倘於聯營公司之投資變成於合營企業之投資,則本集團繼續應用權益會計法,並不重新計量保留權益。

本集團與其聯營公司之間交易之未變現收益會按本集團於該聯營公司之權益予以對銷。未變現虧損亦會予以對銷,除非交易有證據顯示所轉讓資產出現減值。聯營公司的會計政策已按需要變更,以確保與本集團採用之政策一致。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (c) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Revenue from the sale of gold concentrate is recognised when control of the gold concentrate has transferred, being when the gold concentrate had been dispatched to the buyer's specific location (delivery). Following delivery, the buyer has full discretion over the manner of distribution and price to sell the gold concentrate, has the primary responsibility when on selling the gold concentrate and bears the risks of obsolescence and loss in relation to the gold concentrate. A receivable is recognised by the Group when the gold are delivered to the buyer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or fair value through other comprehensive income ("FVTOCI") (recycling) that are not credit impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

### 4. 重大會計政策概要(續)

#### (c) 收益及其他收入

本集團於產品或服務的控制權按本集團預期有權收取的承諾代價金額(不包括代第三方收取的金額)轉移至客戶時確認收益。收益不包括增值稅或其他銷售稅，並扣除任何貿易折扣。

來自銷售黃金精礦之收益乃於黃金精礦之控制權轉移時(即黃金精礦已付運至買方指定的地點(交付)時)確認。交付後，買方可全權決定銷售黃金精礦的分銷方式及價格、於銷售黃金精礦時承擔主要責任，並承擔與黃金精礦相關的過時及損失風險。當黃金交付予買方時，本集團確認應收款項，原因為收取代價之權利於此時間點成為無條件，僅須待時間過去方可收取款項。

利息收入於其應計時按實際利率確認。對於以攤銷成本計量的金融資產或按公平值計入其他全面收益(「按公平值計入其他全面收益」)(可撥回)而不作信貸減值的金融資產，實際利率適用於資產的總賬面值。就信貸減值金融資產而言，實際利率適用於資產的攤銷成本(即扣除虧損撥備的總賬面值)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment

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

Cost of self-constructed properties are classified as property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overhead.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

- Freehold land is not depreciated.
- Buildings situated on freehold land are depreciated over their estimated useful life, being no more than 50 years after the date of completion.
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease and their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and machinery 10–30 years
- Others 3–10 years

### 4. 重大會計政策概要(續)

#### (d) 物業、廠房及設備

物業、廠房及設備按成本減累計折舊及減值虧損(如有)列賬。

分類為物業、廠房及設備之自建物業之成本包括物料成本、直接勞工、對拆卸及拆除項目及整修物業所在工地之成本之初步估計(如相關)以及適當比例之生產間接開支。

因物業、廠房及設備項目報廢或出售所產生的收益或虧損，按出售所得款項淨額與有關項目賬面值兩者之間的差額釐定，並於報廢或出售當日於損益中確認。

折舊乃採用直線法按其估計可使用年期計算，以撇銷物業、廠房及設備項目之成本減去其估計剩餘價值(如有)，茲述如下：

- 永久業權土地不會折舊。
- 位於永久業權土地之樓宇按其估計可使用年期折舊，為不多於完成日期後五十年。
- 位於租賃土地之樓宇按未到期租約及其估計可使用年期(較短者)折舊，為不多於完成日期後五十年。
- 廠房及設備10至30年
- 其他3至10年

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (d) Property, plant and equipment (Continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

Construction in progress represents buildings under construction and plant and equipment pending installation, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. The gain or loss on disposal or retirement of an asset is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in the consolidated statement of profit or loss.

#### (e) Intangible assets

Intangible assets are recognised and measured on initial recognition at cost only if the related economic benefits will probably flow into the Group and their costs can be measured reliably. However, the intangible assets acquired through business combination not involving enterprises under common control should be measured at fair value separately as intangible assets when their fair values can be reliably measured.

The useful life of the intangible assets shall be assessed according to the estimated beneficial period expected to generate economic benefits for the Group. An intangible asset shall be regarded as having an indefinite useful life when there is no foreseeable limit to the period over which the asset is expected to generate economic benefits for the Group.

### 4. 重大會計政策概要(續)

#### (d) 物業、廠房及設備(續)

倘物業、廠房及設備項目之各部分有不同之可使用年期，則項目成本乃按合理基準分配至各部分，而各部分會作為單獨項目而折舊。資產之可使用年期及其剩餘價值(如有)均每年審閱。

在建工程指在建設中的樓宇及待安裝的廠房及設備，乃按成本減減值虧損列賬。折舊於有關資產可供使用時開始。

物業、廠房及設備項目於出售或預期使用有關項目不會產生未來經濟利益時終止確認。出售或報廢資產之收益或虧損為有關資產出售所得款項淨額與賬面值兩者間之差額，並於綜合損益表內確認。

#### (e) 無形資產

無形資產僅在與其有關的經濟利益很可能流入本集團，且其成本能夠可靠地計量時方予以確認，並以成本進行初始計量。但非同一控制下企業合併中取得的無形資產，其公平值能夠可靠地計量時，即單獨確認為無形資產並按照公平值計量。

無形資產按照預期為本集團帶來經濟利益的估計受益期限評估可使用年期。倘無法預見無形資產預期為本集團帶來經濟利益的期限，則該資產應被視為擁有不確定可使用年期。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (e) Intangible assets (Continued)

Intangible assets with a finite useful life are amortised over their estimated useful lives using the straight-line method or other reasonable systematic methods. For an intangible asset with a finite useful life, the Group reviews the useful life and amortisation method at least once at each financial year-end, and makes adjustments when necessary.

Gains or losses arising from derecognition of an intangible assets are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit or loss when the asset is derecognised.

#### (f) Mining rights related assets

Mining rights related assets with definite useful lives are carried at cost less accumulated amortisation and any accumulated impairment loss. Amortisation is provided using the unit of production method based on the actual production volume over the estimated total proved and probable reserves of the ore.

#### (g) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

### 4. 重大會計政策概要(續)

#### (e) 無形資產(續)

有確定可使用年期的無形資產於其估計可使用年期內採用直線法或其他系統合理的方法攤銷。就有確定可使用年期的無形資產而言，本集團至少於每個財政年度結束時，對可使用年期及攤銷方法檢討一次，並於必要時進行調整。

終止確認無形資產所產生之收益或虧損按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時在綜合損益表確認。

#### (f) 採礦權相關資產

有確定可使用年期之採礦權相關資產按成本減累計攤銷及任何累計減值虧損列賬。攤銷乃按實際產量所佔礦石之估計總探明及可能儲量使用生產單位法計提撥備。

#### (g) 租賃

於合約成立時，本集團會評估合約是否為租賃或包含租賃。倘合約賦予在一段時間內控制已識別資產使用的權利以換取代價，則合約為租賃或包含租賃。倘客戶有權主導已識別資產之用途及從該用途中獲得絕大部份經濟利益，則控制權已轉移。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Leases (Continued)

##### *The Group as a lessee*

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets which, for the Group are primarily laptops and office furniture. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. Lease payments to be made under reasonably certain extension options are also included in the measurement of the lease liability. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

### 4. 重大會計政策概要(續)

#### (g) 租賃(續)

##### *本集團作為承租人*

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租期為12個月或以下的短期租賃以及低價值資產租賃(就本集團而言，主要為筆記本電腦及辦公室傢俱)除外。當本集團就低價值資產訂立租賃時，本集團按逐項租賃情況決定是否將租賃資本化。與該等不作資本化租賃相關的租賃付款於租期內按系統基準確認為開支。

倘租賃已資本化，租賃負債初步按租期內應付租賃款項現值確認，並按租賃中所內含之利率貼現，或倘該利率不易釐定，則使用相關增量借貸利率。計量租賃負債亦包括合理肯定可延續之租賃付款。初步確認後，按攤銷成本計量租賃負債及使用實際利率法計量利息開支。計量租賃負債時，並不包括不依賴某個指數或利率之可變租賃付款，因此計入其所產生會計期間之損益內。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Leases (Continued)

##### *The Group as a lessee (Continued)*

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received,
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the group entities, which do not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use assets recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use assets is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value.

### 4. 重大會計政策概要(續)

#### (g) 租賃(續)

##### *本集團作為承租人(續)*

為釐定遞增借貸利率，本集團：

- 於可行情況下，使用個別承租人近期獲得的第三方融資為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動，
- 對於近期未獲得第三方融資之集團實體持有之租賃，採用以無風險利率為起點之累加法，並按照租賃之信貸風險進行調整，及
- 針對租賃做出特定調整，例如期限、國家、貨幣及抵押。

若個別承租人可獲得可隨時觀察到的攤銷貸款利率(通過最近的融資或市場數據)，且其付款情況與租賃相似，則集團實體以該利率作為釐定遞增借貸利率的起點。

於租賃資本化時確認之使用權資產初步按成本計量，其中包括租賃負債之初步金額加上於開始日期或之前作出之任何租賃付款，以及產生之任何初步直接成本。於適用情況下，使用權資產成本亦包括拆除及移除相關資產或恢復相關資產或該資產所在地之估計成本，折現至其現值再減去任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬，惟符合投資物業定義之使用權資產按公平值列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (g) Leases (Continued)

##### *The Group as a lessee (Continued)*

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment properties and lease liabilities separately in the consolidated statement of financial position.

### 4. 重大會計政策概要(續)

#### (g) 租賃(續)

##### *本集團作為承租人(續)*

本集團合理確定於租期結束時將取得相關租賃資產所有權的使用權資產自開始日期起至可使用年期結束時計提折舊。否則，使用權資產於其估計可使用年期及租期(以較短者為準)按直線法折舊。

已付可退還租賃按金根據香港財務報告準則第9號入賬，並初步按公平值計量。於初步確認時對公平值的調整被視為額外租賃付款，並計入使用權資產成本。

倘因指數或利率變化引致未來租賃付款出現變動，或本集團預期根據剩餘價值擔保應付的估計金額發生變化，或就本集團是否合理確定將行使購買、續租或終止選擇權的有關重新評估發生變化，則租賃負債將重新計量。倘以此方式重新計量租賃負債，則應當對使用權資產的賬面值進行相應調整，而倘使用權資產的賬面值已調減至零，則應於損益中列賬。

本集團於綜合財務狀況表單獨呈列不符合投資物業定義的使用權資產及租賃負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (h) Impairment of tangible and intangible assets

Intangible assets that have an indefinite useful life or that are not yet available for use are reviewed for impairment annually and whenever events or changes in circumstances indicate the carrying amount may not be recoverable.

The carrying amounts of other non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

### 4. 重大會計政策概要(續)

#### (h) 有形及無形資產之減值

擁有不確定可使用年期或尚未可供使用之無形資產會每年及於當任何事件發生或情況改變顯示其賬面值可能無法收回時進行減值檢討。

其他非金融資產之賬面值於各報告日期檢討有否減值跡象，倘資產出現減值，則作為開支透過綜合損益表撇減至其估計可收回金額，除非相關資產按重新估值之金額列賬，則減值虧損被視為重估減幅。可收回金額按個別資產釐定，除非資產並無產生很大程度上獨立於其他資產或資產組別之現金流入。倘屬此情況，可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣之時間價值及資產／現金產生單位(已計量減值)之特定風險之稅前折現率計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (i) Inventories

The Group's inventories include raw materials, work in progress and finished goods.

Inventories are initially measured at cost. Cost of inventories comprises all costs of purchase, costs of processing and other expenditures. The actual cost of inventories upon delivery is calculated using the weighted average method.

At the end of the reporting period, inventories are measured at the lower of cost and net realisable value. If the net realisable value is below the cost of inventories, a provision for decline in value of inventories is made and recorded in profit or loss for the current period. After the provision for decline in value of inventories is made, if the circumstances that previously caused inventories to be written down below cost no longer exist so that the net realisable value of inventories is higher than their cost, the original provision for decline in value is reversed and the reversal is included in profit or loss for the current period.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion, the estimated costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale and relevant taxes. For raw materials, provision for decline in value is made based on the categories of inventories. For finished goods, provision for decline in value is made on an item-by-item basis.

### 4. 重大會計政策概要(續)

#### (i) 存貨

本集團的存貨包括原材料、在製品及製成品。

存貨按照成本進行初始計量。存貨成本包括所有採購成本、加工成本和其他支出。於交付後，存貨的實際成本採用加權平均法計算。

於報告期末，存貨按照成本與可變現淨值中的較低者計量。倘可變現淨值低於存貨成本，則就存貨跌價計提撥備，並計入當期損益。於就存貨跌價計提撥備後，倘先前導致存貨撇減至低於成本的情況不復存在，使得存貨的可變現淨值高於其成本，則原已計提的跌價撥備予以撥回，並將該撥回金額計入當期損益。

可變現淨值按一般業務過程中估計的銷售價格減去估計完工成本、估計銷售所需費用(包括直接歸屬於進行銷售的增量成本及本集團為進行銷售而必須產生的非增量成本)及相關稅費計算。計提存貨跌價撥備時，原材料按類別計提，而製成品則按單個存貨項目計提。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when, and only when, the Group’s obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

### 4. 重大會計政策概要(續)

#### (j) 確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文的訂約方時，於綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。直接歸屬於收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)的金融資產及金融負債除外)的交易成本，於初始確認時計入金融資產或金融負債的公平值或自該等公平值中扣除(倘適用)。直接歸屬於收購按公平值計入損益的金融資產或金融負債的交易成本，即時於損益中確認。

本集團僅於自一項金融資產產生現金流量的合約權利到期時，或於其將金融資產以及該資產絕大部分的所有權風險及回報轉讓予其他實體時終止確認該項資產。倘本集團並未轉讓亦未保留絕大部分所有權風險及回報並繼續控制已轉讓資產，則本集團確認其於該項資產的保留權益並就其須支付的金額確認相關負債。倘本集團保留一項已轉讓金融資產的絕大部分所有權風險及回報，則本集團繼續確認該項金融資產並亦就已收到的款項確認一項有抵押借貸。

本集團於且僅於本集團的責任獲履行、取消或已到期時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價(包括任何已轉讓的非現金資產或已承擔的負債)之差額於損益中確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Recognition and derecognition of financial instruments (Continued)

Financial assets and liabilities are offset and the net amount reported in the consolidated 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.

##### *Financial assets*

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

##### *Debt investments*

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.

### 4. 重大會計政策概要(續)

#### (j) 確認及終止確認金融工具(續)

當有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並於綜合財務狀況表報告其淨額。法定可執行權利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交易對手出現違約、無償債能力或破產時，亦必須具有約束力。

##### *金融資產*

所有以常規方式購買或出售之金融資產均於交易日期確認及終止確認。以常規方式購買或出售金融資產要求於市場法規或慣例所確定之時間框架內交付資產。視乎金融資產的分類，所有已確認金融資產其後全面按攤銷成本或公平值進行計量。

##### *債務投資*

本集團持有的債務投資分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (j) Recognition and derecognition of financial instruments (Continued)

##### *Financial assets (Continued)*

##### *Debt investments (Continued)*

- FVTOCI – recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.

### 4. 重大會計政策概要(續)

#### (j) 確認及終止確認金融工具(續)

##### *金融資產(續)*

##### *債務投資(續)*

- 按公平值計入其他全面收益 – 可撥回，倘投資的合約現金流量僅包括本金及利息付款，且投資乃按其目的為同時收取合約現金流量及出售的業務模式持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入(使用實際利率法計算)及匯兌收益及虧損則於損益確認。當投資被終止確認，於其他全面收益累計的金額從權益撥回至損益。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments

##### *Financial liabilities*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

##### (i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

##### (ii) Trade and other payables

Trade and other payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### 4. 重大會計政策概要(續)

#### (k) 金融工具

##### *金融負債*

金融負債及權益工具乃根據所訂立合約安排之實質內容及香港財務報告準則中金融負債及權益工具之定義予以分類。權益工具為可證明經扣除其所有負債後於本集團資產之餘額權益之任何合約。就特定金融負債及權益工具採納之會計政策載於下文。

##### (i) 借貸

借貸初步按公平值扣除所產生之交易成本確認，其後則按攤銷成本列賬。所得款項(扣除交易成本後)與贖回價值之任何差額採用實際利息法於借貸期間內於綜合損益表確認。

借貸分類為流動負債，除非本集團擁有無條件權利將結清負債之限期延遲至申報日期後最少12個月則作別論。

##### (ii) 應付貿易賬款及其他應付賬項

應付貿易賬款及其他應付賬項初步按其公平值確認，其後使用實際利率法按攤銷成本計量，除貼現影響微少則作別論，在此情況下，則按成本列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### *Financial liabilities (Continued)*

- (iii) *Convertible bonds that contain an equity component*  
Convertible bonds that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

At initial recognition the liability component of the convertible notes is measured at fair value based on the present value of the future interest and principal payments, discounted at the market rate of interest applicable at the time of initial recognition to similar liabilities that do not have a conversion option. The equity component is initially recognised at the difference between the fair value of the convertible bonds as a whole and the fair value of the liability component. Transaction costs that relate to the issue of a compound financial instrument are allocated to the liability and equity components in proportion to the allocation of proceeds.

The liability component is subsequently carried at amortised cost. The interest expense recognised in profit or loss on the liability component is calculated using the effective interest method. The equity component is recognised in the capital reserve until either the bonds is converted or redeemed.

If the bonds is converted, the capital reserve, together with the carrying amount of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the bonds is redeemed, the capital reserve is released directly to retained profits.

### 4. 重大會計政策概要(續)

#### (k) 金融工具(續)

##### *金融負債(續)*

- (iii) *包含權益部分的可換股債券*  
倘可換股債券的持有人有權選擇將債券轉換為權益股本，而且轉換時所發行股份的數目和所收取的代價價值不會改變，此等債券便會列作複合金融工具。複合金融工具包含負債部分和權益部分。

初始確認時，可換股票據的負債部分是以與不附帶轉換權的同類負債初始確認時適用的市場利率計算折現的未來利息和本金付款的現值為基礎，按公平值計量。權益部分初始確認為整體可換股債券的公平值與負債部分的公平值之間的差額。發行複合金融工具的相關交易成本會按照所得款項的分配比例分配至負債和權益部分。

負債部分其後以攤銷成本列賬。就負債部分在損益中確認的利息支出是以實際利率法計算。權益部分則在資本儲備中確認，直至債券被轉換或贖回為止。

倘債券被轉換，資本儲備及負債部分的賬面值會於轉換時轉入股本及股份溢價，作為已發行股份的代價。倘債券被贖回，則將資本儲備直接解除至保留溢利。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (k) Financial instruments (Continued)

##### *Financial liabilities (Continued)*

##### (iv) *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### (l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

#### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated cash flow statement. Cash and cash equivalents are assessed for expected credit losses ("ECLs").

### 4. 重大會計政策概要(續)

#### (k) 金融工具(續)

##### *金融負債(續)*

##### (iv) *抵銷金融工具*

倘現時存在一項可強制執行的法定權利以抵銷已確認金額，且有意以淨額結算或同時變現資產及清償負債，則金融資產可與金融負債互相抵銷，並將淨額列入綜合財務狀況表內。

#### (l) 貿易應收賬款及其他應收賬項

應收賬項於本集團具無條件收取代價的權利時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘於本集團具無條件收取代價權利之前已確認為收入，則有關金額入賬列為一項合約資產。

應收賬項採用實際利率法按攤銷成本減信貸虧損撥備列賬。

#### (m) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、銀行及其他金融機構的活期存款以及可隨時兌換為已知數額現金的短期高流動性投資(該等投資所面對的價值變動風險並不重大，並於購入起計三個月內到期)。在編製綜合現金流量表時，現金及現金等值項目亦包括須按要求償還及構成本集團現金管理一部分的銀行透支。現金及現金等值項目均進行預期信貸虧損(「預期信貸虧損」)評估。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) 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 consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency.

##### (ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair value in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

### 4. 重大會計政策概要(續)

#### (n) 外幣換算

##### (i) 功能及呈列貨幣

本集團旗下各實體之財務報表所列之項目採用該實體經營所在主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以港元呈列，而港元為本公司之功能及呈列貨幣。

##### (ii) 各實體財務報表內之交易及結餘

外幣交易於首次確認時按交易當日之現行匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期末之匯率予以換算。因此換算政策所產生之收益及虧損於損益內確認。

以公平值計量及外幣計值的非貨幣項目按釐定公平值當日之匯率換算。

當非貨幣項目的收益或虧損於其他全面收益確認時，任何收益或虧損匯兌部分於其他全面收益中確認。當非貨幣項目的收益或虧損於損益確認時，任何該收益或虧損匯兌部分於損益確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (n) Foreign currency translation (Continued)

##### (iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (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 exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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.

### 4. 重大會計政策概要(續)

#### (n) 外幣換算(續)

##### (iii) 綜合賬目時換算

所擁有之功能貨幣與本公司之呈列貨幣不同之本集團所有實體之業績及財務狀況乃按下列方式換算為本公司之呈列貨幣：

- 各財務狀況表所列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及支出均按期內平均匯率換算，除非該平均值並非為按於交易日期之現行匯率累計影響之合理近似值，在此情況下，收入及支出按交易日期匯率換算；及
- 產生的所有匯兌差額於其他全面收益確認，並於外幣換算儲備累計。

於綜合賬目時，換算屬於海外實體投資淨額一部分的貨幣項目所產生的匯兌差額，均於其他全面收益確認，並於外幣換算儲備累計。當海外業務售出，該匯兌差額重新分類至綜合損益作為出售收益或虧損的一部分。

收購海外實體所產生的商譽及公平值調整作為海外實體的資產及負債處理，並按收市匯率換算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (o) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### (p) Employee benefits

##### (i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

### 4. 重大會計政策概要(續)

#### (o) 借貸成本

直接歸屬於收購、興建或生產合資格資產(指必須經較長一段時間處理以作其擬定用途或銷售的資產)的借貸成本均撥充資本，作為該等資產成本的一部分，直至資產大致上備妥供作其擬定用途或銷售為止。從特定借貸待支付合資格資產之費用前而作出之短暫投資所賺取之投資收入乃從合資格資本化之借貸成本中扣除。

就於一般情況及用作取得合資格資產而借入之資金而言，合資格資本化之借貸成本金額乃按用於該資產之費用資本化比率計算。資本化比率為適用於本集團該期間內尚未償還借貸(不包括就取得合資格資產而借入之特定借貸)之加權平均借貸成本。於相關資產可按擬定用途或銷售後的任何尚未償還的特定借貸計入一般借貸，以其計算一般借貸的資本化比率。

所有其他借貸成本於其產生的期間於損益中確認。

#### (p) 僱員福利

##### (i) 僱員休假權利

僱員享有年假及長期服務假的權利於僱員累積時確認。本集團為截至報告期末僱員已提供之服務而產生之年假及長期服務假之估計負債作出撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Employee benefits (Continued)

##### (i) Employee leave entitlements (Continued)

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

##### (ii) Retirement benefits schemes

The Group operates the below post-employment schemes which are defined contribution pension plans:

The Group operates a Mandatory Provident Fund Scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance (the “Ordinance”) for all qualifying employees in Hong Kong. The Group’s contributions to the MPF Scheme are calculated at 5% of the salaries and wages subject to a monthly maximum amount specified in the Ordinance per employee and vest fully with employees when contributed into the MPF Scheme.

The employees of the PRC subsidiaries participated in various defined contribution retirement benefit plans operated by the relevant municipal and provincial social insurance management bodies in the mainland of the PRC under which the PRC subsidiaries and its employees are required to make monthly contributions to these plans at a stated contribution rate based on the monthly basic compensation of the employees.

The retirement benefit costs charged to profit or loss represent contributions payable by the Group to the funds.

### 4. 重大會計政策概要(續)

#### (p) 僱員福利(續)

##### (i) 僱員休假權利(續)

僱員可享有之病假及產假直至僱員休假時方予確認。

##### (ii) 退休福利計劃

本集團設有以下離職後退休計劃，即界定供款退休金計劃：

本集團根據香港強制性公積金計劃條例(「條例」)為其所有香港合資格僱員運作強制性公積金計劃(「強積金計劃」)。本集團的強積金計劃供款按僱員薪金及工資的5%計算，每名僱員每月上限於條例中訂明且於作出強積金計劃供款時完全歸屬僱員所有。

中國附屬公司的僱員已參與由中國內地相關市級及省級社會保險管理部門運作的多項既定供款退休福利計劃，據此，中國附屬公司及其僱員須按僱員每月基本薪酬計算的定額供款率向該等計劃按月供款。

自損益扣除的退休福利成本指本集團須就該等基金作出的供款。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (p) Employee benefits (Continued)

##### (iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

#### (q) Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

The Group issues equity-settled share-based payments to certain directors, employees and consultants.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

### 4. 重大會計政策概要(續)

#### (p) 僱員福利(續)

##### (iii) 離職福利

離職福利於本集團不再撤回該等福利的提供時及本集團確認重組成本並涉及支付離職福利時(以較早日期為準)確認。

#### (q) 以股份為基礎的付款

本集團向若干僱員作出以股權結算以股份為基礎的付款。以股權結算以股份為基礎的付款按權益工具於授出日期的公平值計量(不計及非市場歸屬條件的影響)。於以股權結算以股份為基礎的付款授出日期釐定的公平值乃於歸屬期按直線基準支銷，此乃根據本集團估計最終將會歸屬的股份及就非市場歸屬條件的影響予以調整。

本集團向若干董事、僱員及顧問作出以股權結算以股份為基礎的付款。

向董事及僱員作出之以股權結算以股份為基礎的付款按權益工具於授出日期之公平值計量(不計入非市場歸屬條件的影響)。於以股權結算以股份為基礎的付款授出日期釐定的公平值乃於歸屬期按直線基準支銷，此乃根據本集團估計最終將會歸屬的股份及就非市場歸屬條件的影響予以調整。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (q) Share-based payments (Continued)

Equity-settled share-based payments to consultants are measured at the fair value of the services rendered or, if the fair value of the services rendered cannot be reliably measured, at the fair value of the equity instruments granted. The fair value is measured at the date the Group receives the services and is recognised as an expense.

#### (r) Taxation

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

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

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

### 4. 重大會計政策概要(續)

#### (q) 以股份為基礎的付款(續)

向顧問作出之以股權結算以股份為基礎的付款以提供服務之公平值計量，或倘若所提供服務的公平值不能可靠計量，以所授出權益工具的公平值計量。公平值乃於本集團接獲服務之日計量並確認為開支。

#### (r) 稅項

所得稅指即期稅項及遞延稅項總額。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利與於損益內確認的溢利乃因其他年度的應課稅或可扣稅收入或開支項目以及毋須課稅或不可扣稅項目而有所不同。本集團的即期稅項責任乃使用報告期末前已頒佈或實質已頒佈的稅率計算。

遞延稅項乃按綜合財務報表中資產及負債的賬面值與計算應課稅溢利所用相應稅基之間的差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，遞延稅項資產則於應課稅溢利有可能用作抵銷可扣稅暫時差額、未動用稅項虧損或未動用稅項抵免之情況下確認。倘暫時差額因商譽或初次確認(不包括於業務合併中確認者)一項不影響應課稅溢利及會計溢利的交易的其他資產及負債而產生，則不會確認有關資產及負債。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

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

### 4. 重大會計政策概要(續)

#### (r) 稅項(續)

本集團會就於附屬公司及聯營公司的投資及於合營安排的權益產生的應課稅暫時差額確認遞延稅項負債，惟倘本集團能夠控制暫時差額的撥回及暫時差額不大可能於可見將來撥回則除外。

遞延稅項資產的賬面值在各報告期末進行檢討，並扣減至再無足夠應課稅溢利可用以收回所有或部分資產。

遞延稅項根據於報告期末前已頒佈或實質已頒佈的稅率，按預期適用於負債清償或資產變現期間的稅率計算。遞延稅項於損益中確認，惟當其與其他全面收益或直接於權益確認的項目相關時除外，在此情況下，遞延稅項亦於其他全面收益或直接於權益確認。

遞延稅項資產及負債的計量反映在報告期末本集團預期收回或清償其資產及負債賬面值之方式而引致的稅務後果。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (r) Taxation (Continued)

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

#### (s) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

### 4. 重大會計政策概要(續)

#### (r) 稅項(續)

就計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項而言，本集團會首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減歸因於租賃負債之租賃交易而言，本集團將香港會計準則第12號規定分別應用於使用權資產及租賃負債。由於應用初步確認豁免，有關使用權資產及租賃負債之暫時差額不會於初步確認時及於租期內確認。

當有法定可執行權利將即期稅項資產抵銷即期稅項負債時，以及當彼等與同一稅務機關徵收的所得稅有關且本集團有意按淨額基準結算其即期稅項資產和負債時，遞延稅項資產及負債予以抵銷。

#### (s) 撥備及或然負債

倘本集團因過往事件而於現時出現法定或推定責任，經濟利益可能須流出以償還負債及可作出可靠估計，則就不確定時間或款項之負債確認撥備。倘款項之時間值重大，則撥備按預期償還負債開支之現值列賬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (s) Provisions and contingent liabilities (Continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

#### (t) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

### 4. 重大會計政策概要(續)

#### (s) 撥備及或然負債(續)

倘可能毋須流出經濟利益，或款額不能可靠地估計，則此責任須作為或然負債披露，除非經濟利益流出之可能性甚微。可能之負債(其存在僅可因發生或不發生一項或以上日後事件方可確認)亦作為或然負債披露，除非經濟利益流出之可能性甚微。

#### (t) 分部呈報

經營分部及財務報表中所呈報的各分部項目金額乃根據定期向本集團最高級行政管理人員提供以分配資源至本集團各業務及地區以及評估有關表現之財務資料確認。

個別重大經營分部並無就財務匯報而合併，除非分部的經濟特徵類似及就產品及服務性質、生產程序性質、客戶類別、分銷產品或提供服務所用方式及監管環境性質而言相似則除外。並非個別重大的經營分部倘符合上述大部分標準，則可能會合併。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (t) Segment reporting (Continued)

Segment assets include all assets but corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

No asymmetrical allocations have been applied to reportable segment.

#### (u) Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

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

### 4. 重大會計政策概要(續)

#### (t) 分部呈報(續)

分類資產包括所有資產，但並非直接與任何經營分部業務活動有關之公司資產不會分配至任何分部，而主要歸入本集團總部。

分類負債不包括並非與任何經營分部業務活動直接有關之公司負債，該公司負債亦不會分配至任何分部。

非對稱分配不應用於報告分部。

#### (u) 政府補貼

政府補貼於本集團合理確認將遵守政府補貼隨附之條件，且將收到補貼時，方會確認。

有關收入之政府補貼為遞延收入及於期內於損益確認為與擬作補償之成本相匹配之收入。

用作已產生開支或虧損之補償或作為本集團即時財務資助而並無未來相關成本之應收政府補貼，於應收政府補貼期間於損益內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets

The Group recognises a loss allowance for ECLs on investments in debt instruments that are measured at amortised cost. The amount of ECLs is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECLs for trade receivables, if any. The ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECLs when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECLs.

Lifetime ECLs represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECLs represents the portion of lifetime ECLs that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值

本集團就按攤銷成本或按公平值計入其他全面收益計量之債務工具投資之預期信貸虧損確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映有關金融工具初始確認以來信貸風險之變化。

本集團一直就貿易應收賬項(如有)確認全期預期信貸虧損。該等金融資產之預期信貸虧損乃基於本集團之過往信貸虧損經驗使用撥備矩陣估計，並就債務人特定因素、整體經濟狀況以及對於報告日期狀況之目前及預測方向(包括貨幣時間值，如適用)之評估作出調整。

對於所有其他金融工具，本集團在信貸風險自初始確認以來顯著上升時確認全期預期信貸虧損。另一方面，若金融工具之信貸風險自初始確認以來並未顯著上升，本集團按12個月預期信貸虧損之相同金額計量該金融工具之虧損撥備。

全期預期信貸虧損指於金融工具預計年期內所有可能之違約事件將產生之預期信貸虧損。相反，12個月預期信貸虧損指金融工具於報告日期後12個月內可能發生之違約事件預計產生之該部分全期預期信貸虧損。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets (Continued)

##### *Significant increase in credit risk*

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

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

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值(續)

##### *信貸風險大幅增加*

評估金融工具之信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約之風險與金融工具於初始確認日期發生違約之風險。作出評估時，本集團會考慮合理且有依據之定量及定性資料，包括過往經驗及無須不必要成本及努力即可獲取之前瞻性資料。所考慮之前瞻性資料包括獲取自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織之本集團債務人經營所在行業之未來前景，以及與本集團核心業務相關之實際及預測經濟資料之各種外部來源。

具體而言，評估信貸風險自初始確認以來是否顯著上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級之實際或預期顯著惡化；
- 特定金融工具信貸風險之外部市場指標顯著惡化；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人履行債務責任之能力顯著下降；

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets (Continued)

##### *Significant increase in credit risk (Continued)*

- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default;
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值(續)

##### *信貸風險大幅增加(續)*

- 債務人經營業績實際或預期顯著惡化；
- 同一債務人其他金融工具之信貸風險顯著上升；
- 債務人之監管、經濟或技術環境有實際或預計之重大不利變動，導致債務人履行債務責任之能力顯著下降。

不論上述評估之結果如何，除非本集團有合理且具有理據之資料證明並非如此，本集團認定若自合約付款逾期超過30天，則金融資產之信貸風險自初始確認後已大幅增加。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具之信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險；
- (ii) 債務人有很強的能力履行近期之合約現金流量義務；及
- (iii) 經濟及商業環境之長期不利變動有可能但未必會降低借貸人履行合約現金流量義務之能力。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets (Continued)

##### *Significant increase in credit risk (Continued)*

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

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

##### *Definition of default*

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值(續)

##### *信貸風險大幅增加(續)*

倘資產外部信貸評級為國際通用之「投資評級」或倘外部評級不可得，而資產內部評級為「表現出色」，則本集團認為該金融資產為低信貸風險。表現出色指交易對手財務狀況強勁且並無逾期款項。

本集團定期監控用以識別信貸風險有否顯著增加之標準之有效性，並修訂標準（倘適用）以確保標準能夠於金額逾期前識別信貸風險顯著增加。

##### *違約之定義*

本集團認為下列情況就內部信貸風險管理而言構成違約事件，此乃由於過往經驗顯示符合以下任何一項條件之應收款項一般無法收回。

- 對手方違反財務契諾；或
- 內部產生或取自外部來源之資料顯示債務人不太可能向其債權人（包括本集團）償還全部款項（並不計及本集團持有之任何抵押品）。

不論上述分析如何，本集團認為，倘金融資產逾期超過90天，則已發生違約，除非本集團有合理且可作為依據之資料顯示一項更滯後之違約標準更為合適，則另作別論。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets (Continued)

##### *Credit-impaired financial assets*

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

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation;
- the disappearance of an active market for that financial asset because of financial difficulties; or
- the purchase of a financial asset at a deep discount that reflects the incurred credit losses.

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值(續)

##### *出現信貸減值之金融資產*

當發生一項或多項損害金融資產之估計未來現金流量之事件時，該項金融資產則出現信貸減值。金融資產出現信貸減值之證據包括以下事件之可觀察數據：

- 發行人或對手方出現重大財政困難；
- 違反合約，如拖欠或逾期事件；
- 對手方之貸款人因有關對手方財政困難之經濟或合約原因而向對手方提供貸款人在其他情況下不予考慮之減免；
- 對手方很有可能破產或進行其他財務重組；
- 因財政困難而導致該項金融資產失去活躍市場；或
- 按可反映產生信貸虧損的大折扣購買金融資產。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets (Continued)

##### *Write-off policy*

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

##### *Measurement and recognition of ECLs*

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值(續)

##### *撇銷政策*

倘有資料顯示債務人陷入嚴重財政困難，且並無實際可能可收回款項(包括對手方已進行清盤或進入破產程序，或(就貿易應收賬項而言)有關款項逾期超過兩年(以較早發生者為準)時，本集團則撇銷金融資產。於適當時計及法律意見後，已撇銷之金融資產仍可根據本集團之收回程序被強制執行。收回之任何款項於損益內確認。

##### *計量及確認預期信貸虧損*

預期信貸虧損之計量為違約概率、違約損失(即倘出現違約時之損失的程度)及違約風險之函數。違約概率及違約損失乃根據歷史數據進行評估，並按上文所述之前瞻性資料予以調整。就金融資產而言，違約風險為有關資產於報告日期之賬面總值；而就財務擔保合約而言，違約風險包括於報告日期提取之金額，連同日後預期於違約日期(根據歷史趨勢、本集團對債務人日後特定融資需要的理解以及其他相關前瞻性資料釐定)前提取之任何額外金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (v) Impairment of financial assets (Continued)

##### *Measurement and recognition of ECLs (Continued)*

For financial assets, the ECLs is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECLs in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECLs are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECLs at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt instruments that are measured at FVTOCI, for which the loss allowance is recognised in other comprehensive income and accumulated in the investment revaluation reserve, and does not reduce the carrying amount of the financial asset in the statement of financial position.

### 4. 重大會計政策概要(續)

#### (v) 金融資產減值(續)

##### *計量及確認預期信貸虧損(續)*

就金融資產而言，預期信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額估計，並按原有實際利率折現。

倘本集團已於先前報告期間就金融工具按相等於全期預期信貸虧損之金額計量虧損撥備，但於當前報告期間釐定不再符合全期預期信貸虧損之條件，則本集團於當前報告期間按相等於12個月預期信貸虧損之金額計量虧損撥備，惟使用簡易方法之資產除外。

本集團就所有金融工具於損益中確認減值收益或虧損，並按虧損撥備賬對其賬面值作出相應調整，惟按公平值計入其他全面收益計量之債務工具投資的虧損撥備則於其他全面收益確認，並累計於投資重估儲備，且不會扣減有關金融資產於財務狀況表中之賬面值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### (w) Exploration and evaluation assets

These are stated at cost less impairment loss. Exploration and evaluation assets included topographical and geological survey drilling, exploratory drilling, sampling and trenching and expenditure incurred for the technical feasibility studies and incurred to secure further mineralisation in the mine ore. Expenditure incurred prior to obtaining the exploration and evaluation rights to explore an area are written off as expense as incurred. Once the technical feasibility and commercial viability of extracting the mineral resource had been determined and that the project reaches development phase, exploration and evaluation costs capitalised are amortised. If exploration property is abandoned during the evaluation stage, the total expenditure thereon will be written off.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amounts of exploration and evaluation assets may exceed its recoverable amount.

#### (x) Event after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

### 4. 重大會計政策概要(續)

#### (w) 勘探及評估資產

勘探及評估資產按成本減減值虧損列賬。勘探及評估資產包括地形及地質勘察鑽井、勘探鑽井、取樣、槽探及就技術可行性研究產生之開支，以及為取得礦體之其他礦化物而產生之開支。於取得勘探及評估權勘探某區域前產生之開支作為已產生開支撇銷。開採礦產資源之技術及商業可行性一經釐定及項目進入其發展階段，已資本化之勘探及評估成本予以攤銷。倘勘探物業於評估階段被廢除，則有關開支總額將被撇銷。

勘探及評估資產於出現勘探及評估資產賬面值可能超出其可收回金額之事實及情況時評估減值。

#### (x) 報告期後事項

提供有關本集團於報告期末之狀況或顯示持續經營假設並不合適之額外資料的報告期後事項屬調整事項，並已於綜合財務報表內反映。並非調整事項之報告期後事項於重大情況下在綜合財務報表附註披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

#### Critical judgments in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgments that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

#### (a) *Going concern*

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the success of the Group in generating sufficient cashflows from operations and utilising its future financing resources to meet its financial obligation as they fall due for the foreseeable future. Details are set out in note 2 above.

### 5. 重大會計判斷及估計

本公司董事於應用附註4所載本集團的會計政策時，須就不能明顯從其他來源得知的資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設根據以往經驗及視為相關的其他因素作出。實際結果可能有別於該等估計。

有關估計及相關假設將被持續審閱。倘若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。

#### 應用會計政策時的重大判斷

在應用會計政策的過程中，董事已作出以下對綜合財務報表中所確認數額有最重大影響的判斷(不包括涉及估計的該等判斷)，闡述如下。

#### (a) *持續經營*

綜合財務報表乃按持續經營基準編製，其有效性取決於本集團成功產生充足的經營現金流量，並利用其日後融資資源履行其於可預見未來到期的財務責任。詳情載於上文附註2。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

#### Critical judgments in applying accounting policies

(Continued)

##### (b) *Renewal of the Group's exploration permits*

As detailed in note 17 to the consolidated financial statements, certain of the Group's mining right permits will be expired within recent few year. The renewal of such are subject to the discretion of relevant government authorities. Based on past experience, the directors are of the opinion that these permits would be renewed successfully. Should the renewal of these permits were unsuccessful, impairment on relevant property, plant and equipment and mining rights related assets arise.

##### (c) *Significant increase in credit risk*

ECLs are measured as an allowance equal to 12-month ECLs for stage 1 assets, or lifetime ECLs for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

#### Key sources of estimation uncertainty

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

### 5. 重大會計判斷及估計(續)

#### 應用會計政策時的重大判斷(續)

##### (b) *續訂集團的勘探許可證*

如綜合財務報表附註17所述，本集團若干採礦權許可證將於最近幾年內屆滿。有關續期則須由有關政府部門酌情決定。根據過往經驗，董事認為該等許可將成功續期。倘未能成功重續該等許可，相關物業、廠房及設備以及採礦權相關資產將出現減值。

##### (c) *信貸風險大幅增加*

預期信貸虧損就第1階段資產按相等於12個月預期信貸虧損的撥備計量，或就第2階段或第3階段資產按全期預期信貸虧損的撥備計量。資產在其信貸風險自初步確認以來顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。於評估資產的信貸風險是否顯著增加時，本集團會考慮定性及定量的合理且有依據的前瞻性資料。

#### 估計不明朗因素的主要來源

於報告期末存在重大風險，極可能導致資產與負債的賬面值須於下一個財政年度作出重大調整的未來相關重要假設及估計不明朗因素的其他主要來源於下文論述。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

##### (a) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax provisions in the period in which such determination is made. During the year ended 31 March 2023, HK\$22,924,000 (2022: tax charge of HK\$6,911,000) of income tax was credited to profit or loss.

##### (b) Allowance for ECLs of trade and other receivables

Management regularly reviews the impairment of trade and other receivables to ensure appropriate allowance for ECLs of trade and other receivables are recognised in the consolidated statement of profit or loss.

Where differences between all contractual cash flows that are due to the Group in accordance with the contract and all cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to change in facts and circumstances, a material impairment loss may arise.

### 5. 重大會計判斷及估計(續)

#### 估計不明朗因素的主要來源(續)

##### (a) 所得稅

本集團須在幾個司法管轄區繳納所得稅。在釐定所得稅撥備金額時，需要作出重大估計。在日常業務過程中，許多交易及計算的最終稅項釐定存在不明朗因素。若有關事宜的最終稅項結果與最初記錄的金額不同，則有關差額將會影響作出有關釐定期間的所得稅撥備。截至二零二三年三月三十一日止年度，22,924,000港元(二零二二年：稅項扣除6,911,000港元)的所得稅已計入損益。

##### (b) 貿易應收賬項及其他應收賬項的預期信貸虧損撥備

管理層定期檢討貿易應收賬項及其他應收賬項的減值，以確保於綜合損益表內就貿易應收賬項及其他應收賬項確認適當的預期信貸虧損撥備。

倘根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間出現差額，則按於初始確認時釐定的實際利率折現。倘未來現金流量低於預期或因事實及情況變化而下調，則可能產生重大減值虧損。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

#### (b) Allowance for ECLs of trade and other receivables (Continued)

As at 31 March 2023, the Group had balances of trade receivables of approximately HK\$41,072,000 (2022: HK\$15,697,000), and other receivables of approximately HK\$2,882,000 (net of allowance for ECLs of HK\$4,240,000) (2022: HK\$4,250,000 (net of allowance for ECLs of HK\$2,438,000)).

#### (c) Useful lives of property, plant and equipment

In applying the accounting policy on property, plant and equipment with respect to depreciation, management estimates the useful lives of various categories of property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and machinery of similar nature and functions. The estimated useful lives reflect the management's estimate of the period that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment.

As at 31 March 2023, the carrying amount of the Group's property, plant and equipment was approximately HK\$681,079,000 (2022: HK\$757,064,000).

### 5. 重大會計判斷及估計(續)

#### 估計不明朗因素的主要來源(續)

#### (b) 貿易應收賬項及其他應收賬項的預期信貸虧損撥備(續)

於二零二三年三月三十一日，本集團結餘貿易應收賬項約41,072,000港元(二零二二年：15,697,000港元)及其他應收賬項約2,882,000港元(扣除預期信貸虧損撥備4,240,000港元)(二零二二年：4,250,000港元(扣除預期信貸虧損撥備2,438,000港元))。

#### (c) 物業、廠房及設備之使用年期

就折舊應用物業、廠房及設備之會計政策時，管理層會根據對類似性質及功能之物業、廠房及設備之實際使用年期之過往經驗，估計不同類別之物業、廠房及設備之使用年期。估計使用年期反映管理層對本集團計劃透過使用其物業、廠房及設備產生未來經濟利益期間之估計。

於二零二三年三月三十一日，本集團之物業、廠房及設備之賬面值為約681,079,000港元(二零二二年：757,064,000港元)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

#### (d) Impairment assessment of the cash generating unit of gold mining operation

The carrying values of property, plant and equipment, mining related assets, construction in progress and right-of-use assets is reviewed for impairment when events or changes in circumstances indicate that the carrying values may not be recoverable in accordance with the accounting policy as disclosed in note 4(h) to the consolidated financial statements. The recoverable amounts of these assets, or where appropriate, the cash-generating unit to which they belong, is the higher of its fair value less costs to sell and value in use. The Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

### 5. 重大會計判斷及估計(續)

#### 估計不明朗因素的主要來源(續)

#### (d) 金礦開採業務現金產生單位的減值評估

倘若發生事件或情況出現變動，顯示未必能夠按照綜合財務報表附註4(h)所披露之會計政策收回物業、廠房及設備、採礦權相關資產、在建工程及使用權資產之賬面值，則會為減值審閱有關賬面值。該等資產或(如適用)其所屬現金產生單位之可收回金額乃其公平值減出售成本與使用價值兩者中之較高者。本集團須運用判斷並作出估計，尤其是在評估下列各項時：(1)有否發生或出現可能影響資產價值的事件或任何跡象；(2)資產之賬面值可否由可收回金額支持(就使用價值之情況而言，則為未來現金流量之淨現值(乃根據資產之持續使用情況估計)；及(3)於估計可收回金額(包括現金流量預測)時將予應用之適當重要假設以及合適折現率。在不可能估計個別資產之可收回金額的情況下，本集團則估計資產所屬現金產生單位之可收回金額。改變假設及估計(包括現金流量預測之折現率或增長率)可能對減值測試中所採用之淨現值造成重大影響。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

##### (d) Impairment assessment of the cash generating unit of gold mining operation (Continued)

During the year ended 31 March 2023, no impairment losses (2022: Nil) was made on the Group's property, plant and equipment, mining rights related assets, construction in progress and right-of-use assets. As at 31 March 2023, the carrying amounts of property, plant and equipment, mining rights related assets, construction in progress and right-of-use assets were approximately HK\$681,079,000, HK\$44,124,000, HK\$51,229,000 and HK\$10,202,000, respectively (2022: HK\$757,064,000, HK\$63,065,000, HK\$55,279,000 and HK\$6,768,000, respectively).

##### (e) Mine resources and reserves

Mining rights related assets are amortised over the estimated useful lives of the mines in accordance with the production plans of the entities concerned and the mineral resources and reserves of the mines using the units of production method.

The process of estimating the quantities of the Group's gold reserve and resources is inherently imprecise and represent only approximate amounts because of the subjective judgments involved in developing such information based on available geological, geophysical, engineering and economic data. These estimates may change substantially as additional data from ongoing development activities and production performance becomes available and as economic conditions impacting mineral prices and costs change.

### 5. 重大會計判斷及估計(續)

#### 估計不明朗因素的主要來源(續)

##### (d) 金礦開採業務現金產生單位的減值評估(續)

截至二零二三年三月三十一日止年度，概無就本集團之物業、廠房及設備、採礦權相關資產、在建工程及使用權資產計提減值虧損(二零二二年：無)。於二零二三年三月三十一日，物業、廠房及設備、採礦權相關資產、在建工程及使用權資產的賬面值分別約為681,079,000港元、44,124,000港元、51,229,000港元及10,202,000港元(二零二二年：757,064,000港元、63,065,000港元、55,279,000港元及6,768,000港元)。

##### (e) 礦產資源及儲量

採礦權相關資產根據相關實體之生產計劃，以及礦區之礦產資源及儲量，使用生產單位法於礦區估計使用年內攤銷。

由於估計本集團黃金儲量及資源之數目的過程中，涉及根據可獲之地質、地球物理、工程及經濟數據作出之主觀判斷，故有關數量在本質上並不準確，僅為概約數字。此等估計可能因應出現持續開發活動及生產表現之額外數據，以及影響礦產價格及成本變動之經濟條件而出現重大變動。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 5. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (Continued)

#### Key sources of estimation uncertainty (Continued)

##### (e) Mine resources and reserves (Continued)

As at 31 March 2023, the carrying amount of the Group's mining rights related assets was approximately HK\$44,124,000 (net of accumulated amortisation of approximately HK\$25,966,000) (2022: HK\$63,065,000 (net of accumulated amortisation of approximately HK\$23,344,000)).

##### (f) Provision for claims on litigation

When accounting for provision for claims on litigation against the Group, the Group has taken internal and external advice in considering known claims and actions made by or against the Group. It carefully assesses the likelihood of success of a claim or action. Assessments and estimations on provisions are made for claims or actions against the Group on the basis of likely outcome, but no provisions are made for those which in the view of management are unlikely to succeed.

No provision (2022: Nil) was made in the consolidated financial statements in relation to claims on litigation.

### 5. 重大會計判斷及估計(續)

#### 估計不明朗因素的主要來源(續)

##### (e) 礦產資源及儲量(續)

於二零二三年三月三十一日，本集團採礦權相關資產賬面值約44,124,000港元(扣除累計攤銷約25,966,000港元)(二零二二年：63,065,000港元(扣除累計攤銷約23,344,000港元))。

##### (f) 訴訟索償撥備

在對本集團之訴訟索償撥備作出會計處理時，本集團於考慮其所作出或面對之已知索償及訴訟時已聽取內外部建議，謹慎評估一項索償或訴訟成功之可能性。本集團根據很可能產生之結果，對所面對之索償或訴訟計提之撥備作出評估及估計，惟並無對管理層認為不大可能發生者計提撥備。

概無於綜合財務報表內作出有關訴訟索償之撥備(二零二二年：無)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 6. SEGMENT INFORMATION

Information is reported internally to the board of directors of the Company (the “Board”), being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focuses on the types of goods delivered or services provided.

This is also the basis upon which the Group is organised and specifically focuses on the Group’s operating divisions. No operating segments identified by the Board have been aggregated in arriving at the reporting segments of the Group.

The directors primarily use a measure of profit after tax to assess the performance of the operating segments. However, the directors also receive information about the segments’ revenue and assets on a monthly basis.

The Group has identified the following reportable segments:

- (i) Exploration of gold mine which principally engages in the operation of exploration, mining, processing and sale of gold concentrate and related products;
- (ii) Corporation which principally engages in investment holding.

Each of these operating segments is managed separately as each of the product and service line requires different resources as well as marketing approaches.

Segment assets and liabilities are allocated based on the operations of the segments.

### 6. 分部資料

向主要經營決策者本公司董事會(「董事會」)內部呈報以作分配資源及評估分部表現之資料著重於所交付貨品或所提供服務之類型。

此亦為組織本集團所依據之基準，並特別著重於本集團之經營分部。於達致本集團之報告分部時，並無合併董事會所識別之經營分部。

董事主要採用除稅後溢利衡量標準評估經營分部之表現。然而，董事亦每月收到有關分部收益及資產之資料。

本集團已識別以下須予報告分部：

- (i) 開採金礦，主要從事勘探、開採、加工及銷售精金礦及相關產品業務；
- (ii) 企業，主要從事投資控股。

由於各產品及服務線需要不同的資源及營銷方式，上述各經營分部單獨分開管理。

分部資產及負債乃根據分部之經營業務分配。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 6. SEGMENT INFORMATION (Continued)

Segment information by operating segments is presented as follows:

Year ended 31 March 2023

### 6. 分部資料(續)

按經營分部劃分之分部資料呈列如下：

截至二零二三年三月三十一日止年度

		Gold Mining 黃金開採 HK\$'000 千港元	Corporate 企業 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入：				
Revenue for external customers	來自外部客戶之收益	153,195	-	-	153,195
Gross profit	毛利	63,309	-	-	63,309
Other income and expenses, net	其他收入及開支，淨額	111	6	-	117
Impairment losses under ECLs on other receivables	與其他應收賬項有關的 預期信貸虧損下的 減值虧損	(1,437)	(365)	-	(1,802)
Operating expenses	經營費用	(13,706)	(16,312)	-	(30,018)
Segment results	分部業績	48,277	(16,671)	-	31,606
Finance costs	融資成本	(8,579)	(2,215)	-	(10,794)
Profit/(loss) before tax	除稅前溢利／(虧損)	39,698	(18,886)	-	20,812
Income tax credit	所得稅抵免	22,703	221	-	22,924
Net profit/(loss) for the year	年內溢利／(虧損)淨額	62,401	(18,665)	-	43,736
Segment assets	分部資產	869,086	223,112	(185,188)	907,010
Segment liabilities	分部負債	(639,289)	(325,214)	498,124	(466,379)
Capital expenditure	資本開支	(20,479)	-	-	(20,479)
Depreciation and amortisation	折舊及攤銷	(38,113)	-	-	(38,113)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 6. SEGMENT INFORMATION (Continued)

Segment information by operating segments is presented as follows:

Year ended 31 March 2022

### 6. 分部資料(續)

按經營分部劃分之分部資料呈列如下：

截至二零二二年三月三十一日止年度

		Gold Mining 黃金開採 HK\$'000 千港元	Corporate 企業 HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入：				
Revenue for external customers	來自外部客戶之收益	128,434	–	–	128,434
Gross profit	毛利	36,936	–	–	36,936
Other income and expenses, net	其他收入及開支，淨額	20,266	–	–	20,266
Operating expenses	經營費用	(12,801)	(12,328)	–	(25,129)
Segment results	分部業績	44,401	(12,328)	–	32,073
Finance costs	融資成本	(8,635)	(8,683)	–	(17,318)
Profit/(loss) before tax	除稅前溢利／(虧損)	35,766	(21,011)	–	14,755
Income tax (expense)/credit	所得稅(開支)／抵免	(7,577)	666	–	(6,911)
Net profit/(loss) for the year	年內溢利／(虧損)淨額	28,189	(20,345)	–	7,844
Segment assets	分部資產	1,085,815	177,533	(339,126)	924,222
Segment liabilities	分部負債	(895,286)	(415,661)	658,521	(652,426)
Capital expenditure	資本開支	(59,738)	–	–	(59,738)
Depreciation and amortisation	折舊及攤銷	(39,478)	(65)	–	(39,543)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 6. SEGMENT INFORMATION (Continued)

#### Geographical segments

The Group's operations are located in Hong Kong and other parts of the PRC whereas the principal markets for the Group's products are mainly located in other parts of the PRC.

Segment information by geographical segments is presented as follows:

### 6. 分部資料(續)

#### 地域分部

本集團之業務位於香港及中國其他地區，而本集團產品之主要市場集中於中國其他地區。

按地域分部劃分之分部資料呈列如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Segment revenue by location of customers</b>	<b>按客戶所在地劃分之分部收益</b>		
PRC, excluding Hong Kong, Macau and Taiwan	中國(不包括香港、澳門及台灣)	<b>153,195</b>	128,434
<b>Non-current assets</b>	<b>非流動資產</b>		
PRC, excluding Hong Kong, Macau and Taiwan	中國(不包括香港、澳門及台灣)	<b>786,634</b>	882,176
Hong Kong	香港	-	-
		<b>786,634</b>	882,176

Revenue of approximately HK\$153 million (2022: HK\$128 million) which arose from sales to the Group's largest customer. There is one (2022: one) customer contributed 10% or more to the Group's revenues for the year ended of 31 March 2023.

向本集團之最大客戶進行銷售產生之收益約153,000,000港元(二零二二年：128,000,000港元)。於截至二零二三年三月三十一日止年度，有一名(二零二二年：一名)客戶貢獻本集團10%或以上之收益。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 7. REVENUE

Revenue represents the net value of goods sold, net of trade discounts and returns and various types of government surcharges where applicable:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue recognised at a point in time within the scope of HKFRS 15	香港財務報告準則第15號範圍內按時間點確認的收益		
Sale of gold concentrate	銷售精金礦	153,195	128,434

### 7. 收益

收益指已出售貨品之淨值(已扣減貿易折扣、退貨及不同種類之政府附加費(如適用))：

### 8. OTHER INCOME AND EXPENSES, NET

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Gain on waiver of interest on interest bearing borrowings	豁免計息借貸利息的收益	-	14,529
Interest income	利息收入	39	57
Government grant (note (i))	政府補貼(附註(i))	55	12
Non-operating income (note (ii))	非經營收入(附註(ii))	-	5,669
Others	其他	23	(1)
		<b>117</b>	20,266

### 8. 其他收入及開支，淨額

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 8. OTHER INCOME AND EXPENSES, NET

(Continued)

Note:

- (i) During the year ended 31 March 2023, the Group recognised the government grants of approximately HK\$55,000 (2022: HK\$12,000) in relation to unemployment allowance provided by the Government of the mainland China. The Group fulfilled all conditions attached to the subsidies and recognised as other income.
- (ii) The non-operating income mainly represents the pricing difference of electricity bills and explosive charges received from construction teams.

### 8. 其他收入及開支，淨額(續)

附註：

- (i) 截至二零二三年三月三十一日止年度，本集團確認政府補貼約55,000港元(二零二二年：12,000港元)乃與中國內地政府提供的失業津貼有關。本集團滿足補貼所附全部條件並將其確認為其他收入。
- (ii) 非經營收入主要指自建造團隊中收取的電費和炸藥的價格差額。

### 9. FINANCE COSTS

### 9. 融資成本

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on bonds	債券利息	504	501
Interest on convertibles bonds	可換股債券利息	1,519	5,245
Interest on borrowings	借貸利息	8,771	11,571
Interest on lease liabilities	租賃負債利息	-	1
		<b>10,794</b>	<b>17,318</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 10. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/  
 (crediting) the following:

### 10. 除稅前溢利

本集團之除稅前溢利乃在扣除／(計入)下列  
 各項後列賬：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of inventories sold	已售存貨成本	89,886	91,498
Auditors' remuneration (note (ii))	核數師酬金(附註(ii))	1,550	1,733
Amortisation of mining rights related assets (note (i))	採礦權相關資產攤銷(附註(i))	4,334	3,774
Depreciation on property, plant and equipment	物業、廠房及設備折舊	33,651	35,566
Depreciation on right-of-use assets	使用權資產折舊	128	203
Impairment losses under ECLs on other receivables	與其他應收賬項有關的預期信貸虧損下的減值虧損	1,802	-
Short-term lease payments	短期租賃付款	862	576
<b>Equity-settled share-based payments (note 35)</b>	<b>以股權結算以股份為基礎的付款(附註35)</b>		
Directors	董事	1,350	-
Employees	僱員	465	-
Consultant	顧問	157	-
		1,972	-
<b>Staff costs including directors' emoluments:</b>	<b>員工成本(包括董事薪酬)：</b>		
Salaries, wages, allowances and benefits in kind	薪金、工資、津貼及實物利益	10,390	7,969
Retirement benefits scheme contributions	退休福利計劃供款	700	622
Equity-settled share-based payments	以股權結算股份為基礎之付款	1,815	-
Staff costs	員工成本	12,905	8,591

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 10. PROFIT BEFORE TAX (Continued)

Notes:

- (i) Approximately HK\$4,334,000 (2022: HK\$3,774,000) are included in cost of sales.
- (ii) Approximately HK\$350,000 (2022: HK\$183,000) was incurred for the audit of the Company's subsidiaries and approximately HK\$Nil (2022: HK\$350,000) was incurred for the professional fees of right issues.

### 10. 除稅前溢利(續)

附註：

- (i) 約4,334,000港元(二零二二年：3,774,000港元)計入銷售成本。
- (ii) 約350,000港元(二零二二年：183,000港元)由本公司之附屬公司之審計產生，約零港元(二零二二年：350,000港元)由供股的專用費用產生。

### 11. INCOME TAX (CREDIT)/EXPENSE

### 11. 所得稅(抵免)／開支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current tax – PRC Enterprise Income Tax (“PRC EIT”)</b>	<b>即期稅項－中國企業所得稅 (「中國企業所得稅」)</b>		
Provision for the year	本年度撥備	6,903	7,577
Over-provision of previous years	過往年度撥備過度	(29,606)	–
		<b>(22,703)</b>	7,577
<b>Deferred tax</b>	<b>遞延稅項</b>		
Credited to profit or loss (note 30)	計入損益(附註30)	(221)	(666)
Income tax (credit)/expense	所得稅(抵免)／開支	<b>(22,924)</b>	6,911

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25% (2022: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (2022: 16.5%). The profits of the group entities not qualifying for the two-tiered Profit Tax rate regime will continue to be taxed at a rate of 16.5% (2022: 16.5%).

No provision for Hong Kong Profits Tax has been made for the years ended 31 March 2023 and 2022 as the Group did not generate any assessable profit.

PRC EIT has been provided at a rate of 25% based on the assessable profit in accordance with the tax rules and regulations in the PRC (2022: 25%).

根據利得稅兩級制，於香港成立之合資格集團實體首2百萬港元溢利按8.25%(二零二二年：8.25%)繳稅，而超過該金額的溢利將須按16.5%(二零二二年：16.5%)的稅率繳稅。不符合利得稅兩級制的集團實體的溢利將繼續按16.5%(二零二二年：16.5%)的稅率繳稅。

本集團於截至二零二三年和二零二二年三月三十一日止年度皆無就香港利得稅作出撥備，因為本集團並無產生任何應課稅溢利。

根據中國稅務規則及法規規定的應課稅溢利，中國企業所得稅按25%稅率(二零二二年：25%)計提撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 11. INCOME TAX (CREDIT)/EXPENSE (Continued)

Pursuant to the (a) Notice of the Continuation of the Enterprise Income Tax Policy Related with the Western Region Development”, (b) Measures on Handling of Enterprise Income Tax Incentives (Revision 2018) and its attached Management Catalogue of Preferential Items in Enterprise Income Tax (2017 Edition) (Notice of STA 2018 No. 23), (c) the (i) encouraged industries in the Guiding Catalogue for Industrial Restructuring (2019 Edition) (Order of NDRC 2019 No. 29) and the (ii) industries in the Catalogue of Industries for Encouraging Foreign Investment (2020 Edition) (Order of NDRC and MOC 2020 No.38) set out in the Catalogue of Industries Encouraged to Develop in the Western Region (2020 Edition) (Order of NDRC No. 40), enterprise income tax may be levied at a reduced tax rate of 15% for enterprises established in the western region and engaged in encouraged industries.

Taizhou Mining, the Company’s operating subsidiary, has been granted a reduced EIT rate of 15% from year 2015 to 2021.

As a result of the outbreak of COVID-19 which affected the process in applying the tax incentive and therefore income tax expense of Taizhou Mining for the year ended 31 March 2022 had been provided at statutory EIT rate of 25%.

During the year ended 31 March 2023, the applicable EIT rate of Taizhou Mining has been restored at 15% following the abovesaid policies from the tax bureau under which Taizhou Mining could enjoy a reduced EIT rate of 15% from the statutory EIT rate of 25% for the years ended 31 March 2023 and 2022. As a result, an over-provision of income tax expense of approximately HK\$2,856,000 in relation to the year ended 31 March 2022 was recorded during the year.

### 11. 所得稅(抵免)／開支(續)

根據(a)《關於延續西部大開發企業所得稅政策的公告》；(b)國家稅務總局公告2018年第23號《企業所得稅優惠政策事項辦理方法(2018修訂)》及附件：企業所得稅優惠事項管理目錄(2017年版)；(c)國家發展和改革委員會令第40號《西部地區鼓勵類產業目錄(2020年本)》中(i)《產業結構調整指導目錄(2019年本)》(國家發展改革委令2019年第29號)中的鼓勵類產業和(ii)《鼓勵外商投資產業目錄(2020年版)》(國家發展改革委、商務部令2020年第38號)中的產業，對設在西部地區的鼓勵類產業企業減按15%的稅率徵收企業所得稅。

本公司營運附屬公司太州礦業已獲批准可於二零一五年至二零二一年享受15%之優惠企業所得稅率。

由於COVID-19的爆發影響稅收優惠的實施，因此潼關太州礦業截至二零二二年三月三十一日止年度的所得稅開支已按25%的法定企業所得稅稅率計提撥備。

截至二零二三年三月三十一日止年度，根據稅務局上述政策，太州礦業的適用企業所得稅稅率已恢復為15%，據此，太州礦業於截至二零二三年及二零二二年三月三十一日止年度可享受較法定企業所得稅稅率25%寬減的企業所得稅稅率15%。因此，截至二零二二年三月三十一日止年度，年內錄得超額撥備所得稅開支約2,856,000港元。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 11. INCOME TAX (CREDIT)/EXPENSE (Continued)

Pursuant to the requirements of the Measures for the Management of Accounting Archives issued by the Ministry of Finance and the National Archives Administration, tax return of an enterprise shall be stored for a period of 10 years. According to Article 53 of the Tax Administration and Collection Law, “tax authorities may within three years collect taxation and late payment fee if the non-payment or underpayment of taxes is due to computational errors made by the taxpayer or withholding agent. The statute of limitations of tax collection may be extended to five years under special circumstances”. During the year ended 31 March 2023, the Group, having consulted with the legal experts and PRC CPA in the mainland China, recognised an over-provision of income tax expense in profit or loss of approximately HK\$26,750,000 incurred for the years from 2008 to 2010 by Taizhou Mining which income tax filings had exceeded the promulgated retention period of ten years pursuant to the law enacted in the Mainland China, on the ground that Taizhou Mining did not receive income tax demand from the tax bureau and which collection period was also expired and lapsed. The management considers that it is not probable that Taizhou Mining would be requested to pay the income tax expense for the years from 2008 to 2010.

### 11. 所得稅(抵免)／開支(續)

根據財政部，國家檔案局頒發的《會計檔案管理辦法》之要求，企業的納稅申報文件保存期為10年及按照《稅收徵收管理法》第53條，「因納稅人，扣繳義務人計算錯誤等失誤，未繳或者少繳稅款的，稅務機關在三年內可以追征稅款、滯納金；有特殊情況的，追徵期可以延長到五年」。截至二零二三年三月三十一日止年度，本集團經諮詢其中國內地法律專家及中國註冊會計師後，已於損益中確認太州礦業於二零零八年至二零一零年產生的所得稅開支超額撥備約26,750,000港元，該所得稅申報已超過根據中國內地頒佈的法律規定的十年保留期。基於太州礦業並無收到稅務局徵收所得稅的要求，且徵收期限亦已屆滿失效。管理層認為太州礦業不太可能被要求繳納二零零八年至二零一零年的所得稅開支。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 11. INCOME TAX (CREDIT)/EXPENSE (Continued)

The reconciliation between the income tax (credit)/expense and accounting profit at applicable tax rates:

### 11. 所得稅(抵免)/開支(續)

所得稅(抵免)/開支與按適用稅率計算之會  
 溢利兩者之對賬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit before tax	除稅前溢利	20,812	14,755
Tax at the applicable tax rate in Hong Kong of 16.5% (2022: 16.5%)	按香港適用稅率16.5% (二零二二年：16.5%)計算之 稅項	3,433	2,435
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	3,952	3,291
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(36)	(110)
Utilisation of tax losses not recognised previously	先前不獲確認之稅項虧損之動用	-	(1,746)
Over-provision of previous years	過往年度撥備過度	(29,606)	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	在其他司法權區經營業務之附屬 公司不同稅率之影響	(667)	3,041
Income tax (credit)/expense	所得稅(抵免)/開支	(22,924)	6,911

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES

#### (a) Directors

Details of the remuneration of directors of the Company are as follows:

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance are as follows:

**For the year ended 31 March 2023**

### 12. 董事薪酬及五名最高薪僱員

#### (a) 董事

本公司董事之薪酬詳情如下：

根據香港公司條例第383(1)條披露之董事薪酬如下：

**截至二零二三年三月三十一日止年度**

		Salaries, allowance and benefits Fees	Retirement benefit scheme contributions in kind	Equity- settled share-based payments 以股權結算 股份為基礎 之付款	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Executive directors:</b>	<b>執行董事：</b>				
Li Dahong	李大宏	2,820	-	600	3,438
Ma Xiaona	馬曉娜	700	-	525	1,243
		3,520	-	1,125	4,681
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Cheung Wei Hung	張偉雄	320	-	75	395
Guo Wei	郭瑋	320	-	75	395
Lam Albert Man Sum	林聞深	320	-	75	395
		960	-	225	1,185
		4,480	-	1,350	5,866



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

#### (a) Directors (Continued)

For the year ended 31 March 2022

		Fees	Salaries, allowance and benefits in kind	Retirement benefit scheme contributions	Total
		袍金	薪金、津貼及實物利益	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>Executive directors:</b>	<b>執行董事：</b>				
Li Dahong	李大宏	2,820	–	18	2,838
Ma Xiaona	馬曉娜	1,660	–	18	1,678
		4,480	–	36	4,516
<b>Independent non-executive directors:</b>	<b>獨立非執行董事：</b>				
Cheung Wei Hung	張偉雄	320	–	–	320
Guo Wei	郭瑋	320	–	–	320
Lam Albert Man Sum	林聞深	320	–	–	320
		960	–	–	960
		5,440	–	36	5,476

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were for their services as directors of the Company and its subsidiary.

上述執行董事薪酬為彼等與本公司及本集團管理事宜相關服務的報酬。上述獨立非執行董事薪酬為彼等擔任本公司及其附屬公司董事的報酬。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

#### (b) Five highest paid employees

The five highest paid individuals for the year ended 31 March 2023 included two (2022: two) directors whose remuneration are included above. During the year ended 31 March 2023, there are three (2022: three) highest paid individuals of the Group had been included in the following table. The remunerations of the remaining three (2022: three) individuals were as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,087	2,248
Retirement scheme contributions	退休計劃供款	30	30
Equity-settled share-based payments	以股權結算以股份為基礎的 付款	75	-
		<b>2,192</b>	<b>2,278</b>

Their remunerations of the remaining individuals were within the following band:

		Number of individuals 人數	
		2023 二零二三年	2022 二零二二年
HK\$ Nil to HK\$1,000,000	零港元至1,000,000港元	3	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	-	1
		<b>3</b>	<b>3</b>

### 12. 董事薪酬及五名最高薪僱員(續)

#### (b) 五名最高薪僱員

於截至二零二三年三月三十一日止年度，五名最高薪人士包括兩名(二零二二年：兩名)董事，彼等之酬金已載於上文。截至二零二三年三月三十一日止年度，下表涵蓋本集團三名(二零二二年：三名)最高薪人士。餘下三名(二零二二年：三名)人士之酬金如下：

餘下人士之酬金處於以下範圍：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 12. DIRECTORS' REMUNERATION AND FIVE HIGHEST PAID EMPLOYEES (Continued)

#### (b) Five highest paid employees (Continued)

During the year, no remunerations were paid by the Group to the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office (2022: Nil). No directors of the Company waived or agreed to waive any remunerations during the year.

#### (c) Directors' material interests in transactions, arrangements or contracts

Save as disclosed in note 38 to the consolidated financial statements, no other significant transaction, arrangement and contract in relation to the Group's business to which the Company was a part and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### 13. DIVIDEND

No dividend has been paid or proposed by the Company for the years ended 31 March 2023 and 2022.

### 12. 董事薪酬及五名最高薪僱員(續)

#### (b) 五名最高薪僱員(續)

本集團於年內並無支付酬金予董事或最高薪人士，作為加盟本集團或於加盟本集團時之獎勵或作為離職補償(二零二二年：無)。本公司董事於年內亦無放棄或同意放棄任何酬金。

#### (c) 董事於交易、安排或合約之重大權益

除綜合財務報表附註38所披露者外，於年終或於年內任何時間，本公司概無訂立任何與本集團業務有關而本公司董事及董事之關連人士於其中直接或間接擁有重大權益之其他重大交易、安排及合約。

### 13. 股息

截至二零二三年及二零二二年三月三十一日止年度，本公司並無派付或擬派股息。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 14. EARNINGS/(LOSS) PER SHARE

The calculation of basic earnings/(loss) per share is based on the Group's profit attributable to the owners of the Company of approximately HK\$26,109,000 (2022: loss of HK\$137,000) and the weighted average number of 5,418,415,731 (2022: 1,570,528,387) ordinary shares in issue during the year ended 31 March 2023.

The weighted average number of ordinary shares for the purpose of calculating diluted earnings per share is adjusted as follows:

Number of shares	股份數目	2023 二零二三年	2022 二零二二年
Weighted average number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	用於計算每股基本盈利／(虧損)的普通股加權平均數	5,418,415,731	1,570,528,387
Effect of dilutive potential ordinary shares arising from share options issued by the Company	本公司發行購股權產生的潛在攤薄普通股的影响	10,892,950	-
Weighted average number of ordinary shares for the purpose of calculating diluted earnings/(loss) per share	用於計算每股攤薄盈利／(虧損)的普通股加權平均數	5,429,308,681	1,570,528,387

Notes:

- (a) The weighted average number of ordinary shares used to calculate the basic and diluted loss per share for the year ended 31 March 2022 have been adjusted to reflect the rights issue on 17 May 2022.
- (b) The effect of the conversion of convertible bonds was not included in the calculation of diluted earnings/(losses) per share as they are anti dilutive.

### 14. 每股盈利／(虧損)

每股基本盈利／(虧損)乃按本公司擁有人應佔本集團溢利約26,109,000港元(二零二二年：虧損137,000港元)及截至二零二三年三月三十一日止年度已發行普通股的加權平均數5,418,415,731股(二零二二年：1,570,528,387股)計算。

計算每股攤薄盈利時的普通股加權平均數調整如下：

附註：

- (a) 用於計算截至二零二二年三月三十一日止年度每股基本及攤薄虧損的普通股加權平均數已作出調整，以反映二零二二年五月十七日的供股。
- (b) 由於可換股債券的轉換具有反攤薄影響，因此並無計入每股攤薄盈利／(虧損)的計算內。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Mine properties	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Sub-total	Construction in progress	Total
		礦場物業	廠房及機器	傢俬、裝置及 辦公設備	汽車	小計	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Cost</b>	<b>成本</b>							
At 1 April 2021	於二零二一年四月一日	1,016,242	15,485	212	4,046	1,035,985	53,082	1,089,067
Additions	添置	39,658	-	-	-	39,658	-	39,658
Exchange realignment	匯兌調整	42,113	321	3	138	42,575	2,197	44,772
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日 及二零二二年四月一日	<b>1,098,013</b>	<b>15,806</b>	<b>215</b>	<b>4,184</b>	<b>1,118,218</b>	<b>55,279</b>	<b>1,173,497</b>
Additions	添置	13,118	-	-	-	13,118	-	13,118
Exchange differences	匯兌差額	(80,446)	(593)	(8)	(953)	(82,000)	(4,050)	(86,050)
At 31 March 2023	於二零二三年三月三十一日	<b>1,030,685</b>	<b>15,213</b>	<b>207</b>	<b>3,231</b>	<b>1,049,336</b>	<b>51,229</b>	<b>1,100,565</b>
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
At 1 April 2021	於二零二一年四月一日	298,130	12,849	212	1,736	312,927	-	312,927
Charge for the year	本年度支出	34,925	-	-	641	35,566	-	35,566
Exchange realignment	匯兌調整	12,382	214	3	62	12,661	-	12,661
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日 及二零二二年四月一日	<b>345,437</b>	<b>13,063</b>	<b>215</b>	<b>2,439</b>	<b>361,154</b>	<b>-</b>	<b>361,154</b>
Charge for the year	本年度支出	33,170	-	-	481	33,651	-	33,651
Exchange realignment	匯兌調整	(25,322)	(392)	(8)	(826)	(26,548)	-	(26,548)
At 31 March 2023	於二零二三年三月三十一日	<b>353,285</b>	<b>12,671</b>	<b>207</b>	<b>2,094</b>	<b>368,257</b>	<b>-</b>	<b>368,257</b>
<b>Carrying amount</b>	<b>賬面值</b>							
At 31 March 2023	於二零二三年三月三十一日	<b>677,400</b>	<b>2,542</b>	<b>-</b>	<b>1,137</b>	<b>681,079</b>	<b>51,229</b>	<b>732,308</b>
At 31 March 2022	於二零二二年三月三十一日	752,576	2,743	-	1,745	757,064	55,279	812,343

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

#### Impairment assessment

During the year, the Group had appointed an independent professional valuer, Ravia Global Appraisal Advisory Limited, to assess the recoverable amounts of the Group's property, plant and equipment, mining rights related assets (note 17) and right-of-use assets of factory lands (note 16), in particular of those employed in the gold mining segment, and no impairment loss (2022: Nil) was recognised. The recoverable amount has been determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by senior management. The discount rate applied to cash flow projections is 13.23% (2022: 11.70%) per annual. The growth rate used to extrapolate the cash flows of the Group's of cash generating units beyond the five-year period is 0% (2022: 0%) per annual which based on past performance and its expectations in relation to market development. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on the past performance. The directors believed that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

### 15. 物業、廠房及設備(續)

#### 減值評估

年度本集團委任獨立專業估值師瑞豐環球評估諮詢有限公司以評估本集團之物業、廠房及設備、採礦權相關資產(附註17)以及使用權資產(附註16)之可收回金額，尤其是於金礦開採業所用者，且並無確認任何減值虧損(二零二二年：無)。可收回金額已根據其使用價值計算釐定，該計算乃採用基於高級管理層所批准財政預算之現金流量預測。現金流量預測所用折現率為每年13.23%(二零二二年：11.70%)。用於推算五年期間後本集團現金產生單位之現金流量之增長率為每年0%(二零二二年：0%)，乃根據過往表現及其對市場發展之預期得出。使用價值計算之其他主要假設涉及估計現金流入／流出(包括預算收益及毛利率)，有關估計建基於過往表現。董事認為，任何該等假設之任何合理可能變動不會導致總賬面值超過總可收回金額。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 16. RIGHT-OF-USE ASSETS

The movements in right-of-use assets are as follows:

		<b>Leased properties</b>	<b>Factory lands</b>	<b>Total</b>
		租賃物業	廠房用地	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Right-of-use assets</b>	<b>使用權資產</b>			
At 1 April 2021	於二零二一年四月一日	65	-	65
Addition	添置	-	6,906	6,906
Depreciation charge for the year	年度折舊費用	(65)	(138)	(203)
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日	-	<b>6,768</b>	<b>6,768</b>
Addition	添置	-	<b>4,057</b>	<b>4,057</b>
Depreciation charge for the year	年度折舊費用	-	<b>(128)</b>	<b>(128)</b>
Exchange realignment	匯兌調整	-	<b>(495)</b>	<b>(495)</b>
At 31 March 2023	於二零二三年 三月三十一日	-	<b>10,202</b>	<b>10,202</b>

The Group leases offices for its operations, which represented as leased properties. Lease contracts are entered into for fixed term of 2 years. For the lease contracts within 1 year and less than 1 year, the Group recognised as short-term lease payment under administrative expenses.

The Group's leasehold interest in factory lands are situated in the PRC and held under 50-year term leases. Lump sum payments were made upfront to acquire these leasehold interests.

The right-of-use assets of factory lands are amortised based on the lease period.

### 16. 使用權資產

使用權資產之變動如下：

		<b>Leased properties</b>	<b>Factory lands</b>	<b>Total</b>
		租賃物業	廠房用地	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>Right-of-use assets</b>	<b>使用權資產</b>			
At 1 April 2021	於二零二一年四月一日	65	-	65
Addition	添置	-	6,906	6,906
Depreciation charge for the year	年度折舊費用	(65)	(138)	(203)
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日	-	<b>6,768</b>	<b>6,768</b>
Addition	添置	-	<b>4,057</b>	<b>4,057</b>
Depreciation charge for the year	年度折舊費用	-	<b>(128)</b>	<b>(128)</b>
Exchange realignment	匯兌調整	-	<b>(495)</b>	<b>(495)</b>
At 31 March 2023	於二零二三年 三月三十一日	-	<b>10,202</b>	<b>10,202</b>

本集團為其業務租賃辦公室，表示為租賃物業。租賃合約按固定租期2年訂立。就1年以內和不到1年的租賃合約而言，本集團確認為行政開支項下的短期租賃付款。

本集團於廠房用地的租賃權益位於中國，並以50年的定期租約持有。一次性付款乃為取得該等租賃權益而預先支付。

廠房用地的使用權資產按租賃期攤銷。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 16. RIGHT-OF-USE ASSETS (Continued)

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

### 16. 使用權資產(續)

除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契據。租賃資產不得用於借貸擔保。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest expense on lease liabilities (included in finance costs)	租賃負債的利息開支 (計入融資成本)	-	1
Depreciation	折舊	128	203

Lease liabilities of HK\$Nil (2022: HK\$Nil) are recognised with related right-of-use assets of HK\$Nil (2022: HK\$Nil) as at 31 March 2023.

於二零二三年三月三十一日，已確認租賃負債零港元(二零二二年：零港元)及相關使用權資產零港元(二零二二年：零港元)。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 17. MINING RIGHTS RELATED ASSETS

### 17. 採礦權相關資產

		HK\$'000 千港元
<b>Cost</b>	<b>成本</b>	
At 1 April 2021	於二零二一年四月一日	71,554
Additions	添置	13,174
Disposal or written-off	出售／撇銷	(1,279)
Exchange realignment	匯兌調整	2,960
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及 二零二二年四月一日	<b>86,409</b>
<b>Additions</b>	<b>添置</b>	<b>3,304</b>
<b>Disposal or written-off</b>	<b>出售／撇銷</b>	<b>(13,298)</b>
<b>Exchange realignment</b>	<b>匯兌調整</b>	<b>(6,325)</b>
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>	<b>70,090</b>
<b>Accumulated amortisation</b>	<b>累計攤銷</b>	
At 1 April 2021	於二零二一年四月一日	18,787
Provision during the year	本年度撥備	3,774
Exchange realignment	匯兌調整	783
At 31 March 2022 and 1 April 2022	於二零二二年三月三十一日及 二零二二年四月一日	<b>23,344</b>
<b>Provision during the year</b>	<b>本年度撥備</b>	<b>4,334</b>
<b>Exchange realignment</b>	<b>匯兌調整</b>	<b>(1,712)</b>
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>	<b>25,966</b>
<b>Carrying amounts</b>	<b>賬面值</b>	
<b>At 31 March 2023</b>	<b>於二零二三年三月三十一日</b>	<b>44,124</b>
At 31 March 2022	於二零二二年三月三十一日	63,065

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 17. MINING RIGHTS RELATED ASSETS (Continued)

#### Impairment assessment

During the year, the Group had appointed an independent professional valuer, Ravia Global Appraisal Advisory Limited, to assess the recoverable amounts of the Group's property, plant and equipment (note 15), mining rights related assets and right-of-use assets of factory lands (note 16), in particular of those employed in the gold mining segment, and no impairment loss (2022: Nil) was recognised. The recoverable amount has been determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by senior management. The discount rate applied to cash flow projections is 13.23% (2022: 11.70%) per annual. The growth rate used to extrapolate the cash flows of the Group's of cash generating units beyond the five-year period is 0% (2022: 0%) per annual which based on past performance and its expectations in relation to market development. Other key assumptions for the value-in-use calculations relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on the past performance. The directors believed that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount to exceed the aggregate recoverable amount.

Mining rights related assets represent the cost of exploration permits and mining rights permits.

The Group's exploration permit and mining right permit with no. of T6100002008054010006667 and C6100002014084120135479 were expired on 9 October 2022 and 17 April 2022, respectively.

Due to the expiration of exploration permit with no. of T6100002008054010006667, the Group received the withdrawn compensation of approximately HK\$13,298,000, during the year ended 31 March 2023 (2022: Nil).

From the year 2019 to 2022, the Group was in the progress of application of transfer between exploration permit and mining right permit. On 14 June 2022, the Group obtained the new mining right permit with no. of C6100002014084120135479, with a period from 14 June 2022 to 14 June 2025. The management enquired the legal experts in the mainland China and considered that there are no legal obstruction on the renewal of mining right permit when expired.

### 17. 採礦權相關資產(續)

#### 減值評估

年度本集團委任獨立專業估值師瑞豐環球評估諮詢有限公司以評估本集團之物業、廠房及設備(附註15)、採礦權相關資產以及使用權資產(附註16)之可收回金額，尤其是於金礦開採業所用者，且並無確認任何減值虧損(二零二二年：無)。可收回金額已根據其使用價值計算釐定，該計算乃採用基於高級管理層所批准財政預算之現金流量預測。現金流量預測所用折現率為每年13.23%(二零二二年：11.70%)。用於推算五年期間後本集團現金產生單位之現金流量之增長率為每年0%(二零二二年：0%)，乃根據過往表現及其對市場發展之預期得出。使用價值計算之其他主要假設涉及估計現金流入／流出(包括預算收益及毛利率)，有關估計建基於過往表現。董事認為，任何該等假設之任何合理可能變動不會導致總賬面值超過總可收回金額。

採礦權相關資產指開採許可證及採礦權許可證之成本。

本集團編號分別為T6100002008054010006667及C6100002014084120135479的勘探許可證及採礦權許可證分別於二零二二年十月九日及二零二二年四月十七日到屆滿。

由於編號為T6100002008054010006667的勘探許可證屆滿，截至二零二三年三月三十一日止年度，本集團收到撤回的賠償金約13,298,000港元(二零二二年：零)。

自二零一九年至二零二二年，本集團正申請轉換勘探許可證及採礦權許可證。於二零二二年六月十四日，本集團獲得新採礦許可證，編號為C6100002014084120135479，期限由二零二二年六月十四日至二零二五年六月十四日。管理層已諮詢中國內地法律專家，並認為採礦權許可證屆滿後的重續不存在法律障礙。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 18. INVESTMENT IN AN ASSOCIATE

### 18. 對聯營公司的投資

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Unlisted investment	未上市投資	-	-

Details of the Group's associate at 31 March 2023 are as follows:

於二零二三年三月三十一日本集團聯營公司之詳情如下：

Name	Place of incorporation/ registration 註冊成立/ 成立地點	Issued and registered capital 已發行及註冊股本	Percentage of ownership interest/ voting power/ profit sharing 所有權權益 / 投票權 溢利分享百分比	Principal activity 主要活動
Lvbang Jiexing (Beijing) Technology Co., Ltd.	PRC	RMB10,000,000	2023: 40% (2022: Nil)	Not yet commence of business
綠邦捷興(北京)科技有限公司*	中國	人民幣10,000,000元	二零二三年：40% (二零二二年：無)	尚未開展業務

\* The company was incorporated on 20 July 2022. The Group did not pay up the registered capital up to the date of the end of reporting period.

\* 該公司於二零二二年七月二十日註冊成立。截至報告期末日期，本集團並未支付註冊資本。

### 19. INTERESTS IN SUBSIDIARIES

### 19. 附屬公司權益

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份，按成本值	10	10
Amounts due from subsidiaries (note b)	應收附屬公司款項(附註b)	121,937	121,658
		121,947	121,668

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 19. INTERESTS IN SUBSIDIARIES (Continued)

Notes:

- (a) Particulars of the Company's subsidiaries as at 31 March 2023 and 2022 are as follows:

Company name 公司名稱	Place and date of incorporation/ establishment/ Type of Company 註冊成立/ 成立地點及日期/ 公司類型	Issued and fully paid up capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of equity interest attributable to the Company 本公司應佔股權百分比		Principal activities and place of operations 主要業務及經營地點
			2023 二零二三年	2022 二零二二年	
<b>Directly</b> 直接					
SSC Mandarin Mining Investment Limited	British Virgin Islands 2 October 2007 Limited liability Company	1 ordinary share of US\$1	100%	100%	Investment holding in Hong Kong
文華新城礦業投資有限公司	英屬處女群島 二零零七年十月二日 有限責任公司	1股1美元之普通股	100%	100%	在香港投資控股
T G Capital Limited	Hong Kong 30 August 2018 Limited liability Company	HK\$10,000	100%	100%	Investment holding in Hong Kong
滄金資本有限公司	香港 二零一八年八月三十日 有限責任公司	10,000港元	100%	100%	在香港投資控股
<b>Indirectly</b> 間接					
T G Mining Asia Limited	Hong Kong 9 November 2005 Limited liability Company	HK\$2,000,000	100%	100%	Investment holding in Hong Kong
滄金礦業亞洲有限公司	香港 二零零五年十一月九日 有限責任公司	2,000,000港元	100%	100%	在香港投資控股
SSC Sino Gold Mining Investment Co., Limited	PRC 5 February 2004 Sino foreign equity joint venture	Registered and paid-up capital of US\$7,000,000	90%	90%	Investment holding in the PRC
文華中金(北京)礦業投資顧問有限公司	中國 二零零四年二月五日 中外合營企業	7,000,000美元註冊資本及繳足股本	90%	90%	在中國投資控股
Taizhou Mining	PRC 29 June 2004 Domestic Company	Registered and paid-up capital RMB10,000,000	72%	72%	Exploration, mining and mineral processing in the PRC
太洲礦業	中國 二零零四年六月二十九日 境內公司	人民幣10,000,000元註冊資本及繳足股本	72%	72%	在中國探礦、採礦及礦物加工
Beijing Huijinfu Technology Development Co., Limited	PRC 2 September 2022 Domestic Company	HK\$20,000,000	100%	N/A	Scientific research and technical services in the PRC
北京匯金富科技發展有限公司	中國 二零二二年九月二日 境內公司	20,000,000港元	100%	不適用	中國境內科學研究和技術服務

None of restricted assets held by the subsidiaries.

附屬公司概無持有任何受限制資產。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 19. INTERESTS IN SUBSIDIARIES (Continued)

Notes: (Continued)

- (b) The amounts due from subsidiaries are unsecured, interest free and repayable on demand.

The following table shows information on a subsidiary, Taizhou Mining, that have non-controlling interests (“NCI”) material to the Group. The summarised financial information represents financial information of Taizhou Mining before inter-company eliminations.

### 19. 附屬公司權益(續)

附註(續)：

- (b) 應收附屬公司款項為無抵押、免息及須按要求償還。

下表列示持有非控股權益(「非控股權益」)而對本集團屬重大之附屬公司太洲礦業。概要財務資料指集團內公司間抵銷前太洲礦業之財務資料。

		<b>Taizhou Mining</b> 太洲礦業	
		<b>2023</b> 二零二三年	2022 二零二二年
Principal place of business/country of establishment	主要營業地點／成立國家	<b>PRC</b> 中國	PRC 中國
<b>% of ownership interests/voting rights hold by NCI</b>	<b>非控股權益所持有之所有權益／投票權百分比</b>		
At 31 March	於三月三十一日	<b>28%</b>	28%
		<b>HK\$'000</b> 千港元	HK\$'000 千港元
Non-current assets	非流動資產	<b>786,634</b>	882,176
Current assets	流動資產	<b>82,203</b>	39,037
Current liabilities	流動負債	<b>(83,270)</b>	(143,092)
Non-current liabilities	非流動負債	<b>(595,930)</b>	(641,712)
Net assets	淨資產	<b>189,637</b>	136,409
Accumulated NCI	累計非控股權益	<b>53,098</b>	38,195
<b>Year ended 31 March:</b>	<b>截至三月三十一日止年度：</b>		
Revenue	收益	<b>153,195</b>	128,434
Profit	溢利	<b>63,254</b>	28,678
Allocated to NCI	分配至非控股權益	<b>14,903</b>	9,242

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 20. INVENTORIES

### 20. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Raw material	原材料	95	209
Work in progress	在製品	11,409	4,064
Finished goods	製成品	5,197	1,281
		<b>16,701</b>	<b>5,554</b>

The carrying amount of inventories at the end of reporting period that were carried at cost amounted to approximately HK\$16,701,000 (2022: HK\$5,554,000).

於報告期末，按成本列賬之存貨的賬面值為約16,701,000港元(二零二二年：5,554,000港元)。

The cost of inventories recognised as expense and included in “cost of sales” during the year amounted to approximately HK\$78,522,000 (2022: HK\$81,813,000).

年內，存貨成本確認為開支並計入「銷售成本」約為78,522,000港元(二零二二年：81,813,000港元)。

### 21. PROMISSORY NOTES

### 21. 承兌票據

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Promissory notes	承兌票據	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 21. PROMISSORY NOTES (Continued)

The Group measures loss allowances for promissory notes at an amount equal to lifetime ECLs. Given the repayment of the promissory notes had been further extended by the issuer to April 2022 which indicating that the promissory noted are credit impaired. The promissory notes have been fully impaired as at 31 March 2021. For the year ended 31 March 2023, the settlement of promissory notes was settled by way of consulting services provided by the issuer and its associate based on the consultancy agreement.

### 21. 承兌票據(續)

本集團按相等於全期預期信貸虧損的金額計量承兌票據的虧損撥備。鑒於承兌票據的還款期被發行人進一步延長至二零二二年四月(表明承兌票據已出現信貸減值)，於二零二一年三月三十一日，承兌票據已進行完全減值。於截至二零二三年三月三十一日止年度，本公司因根據顧問協議以發行人及其聯繫人提供顧問服務的方式而結清承兌票據的款項。

### 22. TRADE RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	貿易應收款項	41,072	15,697

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

### 22. 應收貿易賬項

貿易應收賬項經扣除撥備後，根據發票日期呈列之賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0 to 90 days	0至90日	22,359	11,179
91 to 180 days	91至180日	18,134	3,901
181 to 365 days	181至365日	-	617
Over 365 days	超過365日	579	-
		41,072	15,697

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 22. TRADE RECEIVABLES (Continued)

The Group applies the HKFRS 9 simplified approach to measuring ECLs which uses a lifetime expected credit loss allowance for all trade receivables. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay and take into account information specific to the customer operates. The credit terms generally range from 30 to 180 days. Each customer has a maximum credit limit. Overdue balances are reviewed regularly by the directors.

No impairment loss on trade receivables was recognised for the year ended 31 March 2023 (2022: Nil).

As at 31 March 2023, the trade receivables of approximately HK\$41,072,000 (2022: HK\$10,697,000) were pledged to secure the Group's borrowings (note 27).

### 22. 應收貿易賬項(續)

本集團應用香港財務報告準則第9號所訂明的簡化方法計量預期信貸虧損，該方法就所有貿易應收賬款使用全期預期信貸虧損撥備。所有要求超過一定數額信貸之客戶均須接受獨立信貸評估。此等評估主要針對客戶過往於到期時的還款記錄及當前的償還能力，並考慮客戶還款和客戶業務的具體資料。信貸期一般介乎30至180天不等。各客戶均設有最高信貸限期。逾期結餘由董事定期作出審閱。

截至二零二三年三月三十一日止年度，概無就貿易應收賬項確認減值虧損(二零二二年：無)。

於二零二三年三月三十一日，貿易應收賬項約41,072,000港元(二零二二年：10,697,000港元)被抵押為本集團的借貸作抵押(附註27)。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

An analysis of deposits, prepayments and other receivables are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deposits	按金	935	1,619
Prepayments	預付款項	14,145	10,482
Other receivables	其他應收款項	7,122	6,688
		<b>22,202</b>	18,789
Less: impairment losses under ECLs of other receivables	減：其他應收賬項預期信用虧損下的減值虧損	<b>(4,240)</b>	(2,438)
		<b>17,962</b>	16,351

The fair values of deposits, prepayments and other receivables approximate their carrying amounts.

The movement in the impairment losses under ECLs of other receivables is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At the beginning of the year	於年初	2,438	2,438
Provision for impairment losses under ECLs on other receivables	其他應收賬項預期信用虧損下的減值虧損撥備	1,802	-
At the end of the year	於年末	4,240	2,438

During the year ended 31 March 2023, impairment losses under 12-month ECLs on other receivables of approximately HK\$1,802,000 was provided (2022: Nil). As at 31 March 2023, the carrying amount of other receivables, net of allowance was HK\$2,882,000 (2022: HK\$4,250,000).

### 23. 按金、預付款項及其他應收賬項

按金、預付款項及其他應收賬項分析如下：

按金、預付款項及其他應收賬項之公平值與其賬面值相若。

其他應收賬項預期信貸虧損下的減值虧損之變動如下：

截至二零二三年三月三十一日止年度，根據12個月預期信貸虧損就其他應收賬項計提減值虧損撥備1,802,000港元(二零二二年：無)。於二零二三年三月三十一日，其他應收賬項賬面金額(扣除撥備)為2,882,000港元(二零二二年：4,250,000港元)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 24. PLEDGED BANK DEPOSITS AND CASH AND BANK BALANCES

The Group's pledged bank deposits represented deposits pledged to the bank to secure banking facilities granted to the Group as set out in note 31 to the consolidated financial statements. These deposits are subject to regulatory restrictions and are therefore not available for general use by the Group.

As at 31 March 2023, approximately HK\$12,523,000 (2022: HK\$3,700,000) of the Group's cash and bank balances were denominated in RMB which is subject to exchange control restrictions imposed by the Government of the PRC. Included that, HK\$Nil (2022: HK\$617,000) were short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

However, under the PRC's foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulation, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign business.

### 24. 已質押銀行存款和現金及銀行結餘

已質押銀行存款指已質押予銀行以取得得授予本集團的銀行授信，如綜合財務報表附註31所載。該等存款受監管限制，因此本集團不可將其用作為一般用途。

於二零二三年三月三十一日，約12,523,000港元(二零二二年：3,700,000港元)的本集團現金及銀行結餘以人民幣計值並受中國政府施加的外匯管控限制所規限。其中有零港元(二零二二年：617,000港元)的短期高流動性投資，該等投資可隨時兌換為已知數額現金，其所受價值變動風險並不重大。

然而，根據《中國外匯管理條例》及《結匯、售匯及付匯管理暫行規定》，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 25. LEASE LIABILITIES

Lease liabilities were measured at the present value of the remaining leases payments, discounted at the Group's incremental borrowing rate, and the aggregate effect is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 April	於四月一日	-	74
Lease payments made during the year	年內支付之租賃付款	-	(75)
Interest on lease liabilities	租賃負債利息	-	1
At 31 March	於三月三十一日	-	-

The directors considered the Group's incremental borrowing rate to be appropriate in view of the market environment and economic conditions under which each remaining lease operates. The weighted average incremental borrowing rate applied to lease liabilities is Nil (2022: Nil).

### 25. 租賃負債

租賃負債按剩餘租賃付款之現值並以本集團之增量借貸利率折現進行計量，總計影響如下：

鑑於各項餘下租賃運作所處之市場環境及經濟狀況，董事認為本集團之增量借貸利率屬合適。租賃負債所用的加權平均增量借貸利率為零(二零二二年：零)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 26. TRADE AND OTHER PAYABLES

### 26. 應付貿易賬項及其他應付賬項

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current portion</b>	<b>即期部分</b>		
Advance from customers	客戶墊款	98	7
Trade payables	應付貿易賬款	12,259	47,581
Accruals	應計費用	7,026	15,862
Other payables	其他應付賬項	18,068	18,098
Salary and benefits payables	應付薪金及福利	9,554	10,123
		<b>47,005</b>	91,671
<b>Non-current portion</b>	<b>非即期部分</b>		
Other payables	其他應付賬項	37,994	35,913
		<b>84,999</b>	127,584

As of the end of the reporting period, the aging analysis of trade payables based on the demand note date, is as follows:

截至報告期末，應付貿易賬款按繳款通知書日期呈列的賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0 to 90 days	0至90日	8,043	11,252
91 to 180 days	91至180日	-	3,610
181 to 365 days	181至365日	3,363	-
Over 365 days	365日以上	853	32,719
		<b>12,259</b>	47,581

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 27. BORROWINGS

### 27. 借貸

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>The Group's borrowings were repayable as follows:</b>	<b>本集團須償還的借貸如下：</b>		
Amount due within one year included in current liabilities	列入流動負債項下於一年內到期之款項	7,333	13,134
Amount due after one year included in non-current liabilities	列入非流動負債項下於一年後到期之款項	302,966	388,758
		<b>310,299</b>	401,892

During the years ended 31 March 2023, the Group's interest-bearing borrowings approximately of HK\$187,360,000 (2022: HK\$256,181,000) are arranged at interest rates ranging 4.35% to 5% (2022: 4.35% to 12%) per annum. The remaining borrowings are interest-free.

The Group's interest-bearing borrowings of HK\$87,068,000 (2022: HK\$11,735,000) were secured by the Group's rights of collection from its customers (note 22). During the years ended 31 March 2023 and 2022, the Group entered into a security arrangement and transferred the rights of collection of the Group's trade receivables to a financier under which the significant risks relating to these receivables would be passed to the financier and would deduct corresponding uncollected trade receivables from the pledged borrowings when the corresponding trade receivables could not be recovered.

The above borrowings are carried at amortised cost and the carrying amounts of borrowings approximate to their fair value.

截至二零二三年三月三十一日止年度，本集團的計息借貸約187,360,000港元(二零二二年：256,181,000港元)按年利率4.35%至5%(二零二二年：4.35%至12%)計息。

本集團的計息借貸約87,068,000港元(二零二二年：11,735,000港元)由本集團自其客戶收取付款的權利作抵押(附註22)。截至二零二三年及二零二二年三月三十一日止年度，本集團訂立一份抵押安排並將收取本集團貿易應收賬項的權利轉讓予融資人，據此，該等應收賬項相關的所有重大風險將轉移予融資人，而當相應的貿易應收賬項無法收回時，將從質押借貸中扣除相應的未收回的貿易應收賬項。

上述借貸按攤銷成本入賬，借貸之賬面值與其公平值相若。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 28. BONDS

On 30 April 2008, the Company issued convertible bonds with an aggregate value of HK\$806,400,000 (the “2008 CB”) with maturity date of 30 April 2013 for partial settlement of the consideration for the acquisition of SSC Mandarin Mining Investment Limited and its subsidiaries. Upon the maturity of the 2008 CB on 30 April 2013, the 2008 CB became bonds and payable on demand. The outstanding bonds is charged at 5% per annum.

Movements of the bonds are set out below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 April	於四月一日	13,838	13,337
Interest charged	利息支出	504	501
At 31 March	於三月三十一日	14,342	13,838

The fair value of the bonds at 31 March 2023 amounted to approximately HK\$14,342,000 (2022: HK\$13,838,000).

### 28. 債券

於二零零八年四月三十日，本公司發行總值806,400,000港元之可換股債券（「二零零八年可換股債券」）（於二零一三年四月三十日到期），以結付收購文華新城礦業投資有限公司及其附屬公司之部分代價。於二零一三年四月三十日二零零八年可換股債券到期後，二零零八年可換股債券成為債券並須按的要求付款。尚未償還之債券會每年按5%收費。

債券之變動載列如下：

於二零二三年三月三十一日債券之公平值約為14,342,000港元（二零二二年：13,838,000港元）。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 29. CONVERTIBLE BONDS

On 10 April 2017, the Company issued convertible bonds (“CBs”) with face value of HK\$30,095,000 to independent third parties. Holders of the CBs will have the right to convert the CBs, on whole or in part (in multiples of HK\$150,000), of the principal amount of the CBs into the Conversion Shares at the Conversion Price of HK\$0.3 for the period commencing from the date of the issue of the CBs up to the close of business on the day falling 14 days prior to the 16 July 2022.

The CBs bear interest of 4% per annual and payable in arrears quarterly on 31 March, 30 June, 30 September and 31 December in each year.

Upon the issuance, the value of the CBs has been split into the liability element and an equity component of HK\$15,073,000 and HK\$15,022,000 respectively.

The movement of the liability and equity components of the convertible bonds for the year is set out below:

### 29. 可換股債券

於二零一七年四月十日，本公司發行面值為30,095,000港元之可換股債券（「可換股債券」）予獨立第三方。可換股債券之持有人將有權於可換股債券發行之日起至二零二二年七月十六日前第14日當日營業時間結束止之期間內，按換股價0.3港元將可換股債券全部或部份本金額（以150,000港元之倍數）轉換為換股股份。

換股債券按年利率4%計息，而利息於每年三月三十一日、六月三十日、九月三十日及十二月三十一日，即每季期末時支付。

於發行後，可換股債券之價值已分攤為負債部分及權益部分，分別為15,073,000港元及15,022,000港元。

可換股債券之負債及權益部分於本年度之變動載列如下：

		<b>Liability component</b>	<b>Equity component</b>	<b>Total</b>
		<b>負債部分</b>	<b>權益部分</b>	<b>總計</b>
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2021	於二零二一年四月一日	24,717	12,543	37,260
Effective interest expenses	實際利息開支	5,245	-	5,245
Payment of interest	利息付款	(1,208)	-	(1,208)
At 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日	<b>28,754</b>	<b>12,543</b>	<b>41,297</b>
Effective interest expenses	實際利息開支	<b>1,519</b>	-	<b>1,519</b>
Redemption	贖回	<b>(30,273)</b>	<b>(12,543)</b>	<b>(42,816)</b>
At 31 March 2023	於二零二三年 三月三十一日	-	-	-

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 29. CONVERTIBLE BONDS (Continued)

The interest charged for the year is calculated by applying an effective interest rate of 21.58% to the liability component of the CBs.

In August 2018, a claim made against the Company in relation to the CBs had been filed to High Court and had been resolved on 26 May 2022 that the Company had redeemed the CBs in full on 25 May 2022. Details of which are set out in note 42(i) to the consolidated financial statements.

### 30. DEFERRED TAX LIABILITIES

The balance comprise temporary difference attributable to:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Convertible Bonds	可換股債券	-	221
<b>Movement:</b>	<b>變動：</b>		
At 1 April	於四月一日	221	887
Credited to profit or loss (note 11)	計入損益(附註11)	(221)	(666)
At 31 March	於三月三十一日	-	221

At the end of the reporting period the Group has no unused tax losses (2022: Nil) available for offset against future profits.

### 31. BANKING FACILITIES

During the year ended 31 March 2023, the Group obtained bank overdraft facilities from a bank to the extent of HK\$20,000,000, secured by the fixed deposits of HK\$20,000,000 and bearing interest at prime+0.5% per annum.

As at 31 March 2023, none of the abovesaid banking facilities were utilised by the Group.

### 29. 可換股債券(續)

於本年度收取之利息乃按對可換股債券之負債部分應用實際利率21.58%計算。

於二零一八年八月，針對本公司有關可換股債券之索償已向高等法院提呈，並已於二零二二年五月二十六日解決，於二零二二年五月二十五日，本公司已悉數贖回可換股債券。有關詳情載於綜合財務報表附註42(i)。

### 30. 遞延稅項負債

結餘包括以下各項應佔之暫時性差額：

於報告期末，本集團概無可用作抵銷未來溢利之未動用稅項虧損(二零二二年：無)。

### 31. 銀行信貸通知書

截至二零二三年三月三十一日止年度，本集團自銀行獲得20,000,000港元的銀行透支額度，以20,000,000港元的定期存款作為抵押，年利率為最優惠利率加0.5%。

截至二零二三年三月三十一日，本集團並未動用上述銀行信貸便利。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 32. SHARE CAPITAL

### 32. 股本

		2023 二零二三年		2022 二零二二年	
		Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised (HK\$0.001 each):	法定(每股面值0.001港元):				
At 1 April	於四月一日	2,666,666,666	160,000	2,666,666,666	160,000
Capital reorganisation	資本重組	157,333,333,334	-	-	-
At 31 March	於三月三十一日	160,000,000,000	160,000	2,666,666,666	160,000
Issued and fully paid (HK\$0.001 each):	已發行及繳足(每股面值 0.001港元):				
At 1 April	於四月一日	1,496,782,160	89,807	1,496,782,160	89,807
Capital reorganisation (note (a))	資本重組(附註(a))	-	(88,310)	-	-
Issuance of shares upon rights issue (note (b))	供股發行時已發行股份 (附註(b))	4,490,346,480	4,490	-	-
At 31 March	於三月三十一日	5,987,128,640	5,987	1,496,782,160	89,807

Notes:

- (a) On 28 January 2022, a special resolution has been passed by the shareholders of the Company for a capital reorganisation which involves capital reduction. The par value of each of the issued shares of the Company of HK\$0.06 each (the "Existing Share(s)") is reduced from HK\$0.06 to HK\$0.001 of paid-up capital on each issued Existing Share, then Existing Share by cancelling the paid up share capital to the extent of HK\$0.059 per issued Existing Share by way of a reduction of capital, so as to form issued shares with par value of HK\$0.001 each. The capital reorganisation is completed on 8 April 2022. Details of the capital reorganisation are set out in the Company's announcement dated on 10 April 2022 and the circular of the Company dated on 26 January 2022.
- (b) On 17 May 2023, the Company issued a total of 4,490,346,480 new Shares on the basis of three rights shares for every one existing shares on the Company at a subscription price of HK\$0.035 each. The proceeds from the Placement was approximately HK\$152,672,000, deducting directly attribute costs of approximately HK\$4,441,000, the net proceeds approximately HK\$148,231,000 was credited to Company's share premium. Details of the Placement were disclosed in the Company's announcement dated 17 May 2022 and the circular of the Company dated 26 January 2022.

附註:

- (a) 於二零二二年一月二十八日，本公司股東就涉及股本削減的資本重組通過一項特別決議案。本公司每股已發行股份(「現有股份」)之面值每股0.06港元削減至每股已發行現有股份的繳足股本0.001港元，隨後以削減股本的方式註銷已繳足股本至每股已發行現有股份0.059港元，從而形成每股面值0.001港元的已發行股份。股本重組已於二零二二年四月八日完成。有關股本重組詳情載於本公司日期為二零二二年四月十日的公告及本公司日期為二零二二年一月二十六日的通函。
- (b) 於二零二三年五月十七日，本公司以每股現有股份0.035港元的認購價按每一股現有股份獲發三股供股股份之基準發行合共4,490,346,480股新股份。配售事項所得款項約為152,672,000港元，扣除直接歸屬成本約4,441,000港元後，所得款項淨額約148,231,000港元計入本公司股份溢價。有關配售事項詳情已於本公司日期為二零二二年五月十七日的公告及本公司日期為二零二二年一月二十六日的通函內披露。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 33. RESERVES

#### (a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 101 and 102.

#### (b) The Company

### 33. 儲備

#### (a) 本集團

本集團儲備金額以及於本年度及過往年度之變動詳情乃於第101及102頁之綜合權益變動表內呈列。

#### (b) 本公司

		Share premium	Convertible bonds reserve	Share option reserve	Accumulated losses	Total
		股份溢價	可換股 債券儲備	購股權儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 1 April 2021	於二零二一年四月一日	1,842,983	12,543	-	(1,931,443)	(75,917)
Loss for the year	年度虧損	-	-	-	(20,209)	(20,209)
As at 31 March 2022 and 1 April 2022	於二零二二年 三月三十一日及 二零二二年四月一日	<b>1,842,983</b>	<b>12,543</b>	-	<b>(1,951,652)</b>	<b>(96,126)</b>
Loss for the year	年度虧損	-	-	-	<b>(28,701)</b>	<b>(28,701)</b>
Share option granted	已授予購股權	-	-	<b>1,972</b>	-	<b>1,972</b>
Capital reorganisation	資本重組	<b>88,310</b>	-	-	-	<b>88,310</b>
Issuance of shares upon right issue	供股發行時已發行股份	<b>152,672</b>	-	-	-	<b>152,672</b>
Share issue expenses	股份發行開支	<b>(4,441)</b>	-	-	-	<b>(4,441)</b>
Transfer of convertible bonds reverse upon redemption of convertible bonds	可換股債券贖回之時可換 股債券儲備之轉讓	-	<b>(12,543)</b>	-	<b>12,543</b>	-
As at 31 March 2023	於二零二三年 三月三十一日	<b>2,079,524</b>	-	<b>1,972</b>	<b>(1,967,810)</b>	<b>113,686</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 33. RESERVES (Continued)

#### (b) The Company (Continued)

##### (i) Share premium

Under section 34 of the Companies Law (Revised) of the Cayman Islands, the share premium is available for distribution to shareholders subject to the provisions of the articles of association of the Company and no distribution may be paid to shareholders out of the share premium unless, immediately following the date on which distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

##### (ii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(n) to the consolidated financial statements.

##### (iii) Convertible bonds reserve

The convertible bonds reserve represents the value of the unexercised equity component of convertible bonds issued by the Company recognised in accordance with the accounting policy adopted for convertible bonds in note 4(k)(iii) to the consolidated financial statements.

##### (iv) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees and other participants other than employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(q) to the consolidated financial statements.

### 33. 儲備(續)

#### (b) 本公司(續)

##### (i) 股份溢價

根據開曼群島公司法(經修訂)第34條,在符合本公司組織章程細則之規定下,股份溢價可分派予股東;而本公司須於緊隨建議分派或派發股息之日期後能夠支付日常業務過程中之到期債務,方可以利用股份溢價向股東作出分派。

##### (ii) 外幣換算儲備

外幣換算儲備包括所有換算海外業務之財務報表而產生之匯兌差額。該儲備乃根據綜合財務報表附註4(n)所載之會計政策處理。

##### (iii) 可換股債券儲備

可換股債券儲備指根據綜合財務報表附註4(k)(iii)就可換股債券採納之會計政策所確認,由本公司發行之可換股債券的未行使權益部份之價值。

##### (iv) 購股權儲備

購股權儲備指根據綜合財務報表附註4(q)就以股權結算以股份為基礎的付款所採納的會計政策確認向本集團僱員及僱員以外的其他參與者授出的實際或估計未行使購股權的數目的公平值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 34. EMPLOYEE BENEFITS

#### Defined contribution retirement plan

The Group has arranged for its Hong Kong employees to join the MPF Scheme, a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its Hong Kong employees makes monthly contributions to the scheme at 5% (2022: 5%) of the employees' earnings as defined under the Ordinance. Both the Group's and the employees' contributions are subject to a cap of HK\$1,500 (2022: HK\$1,500) per month and thereafter contributions are voluntary. The assets of the MPF Scheme are held separately from those of the Group in an independently-administered fund. The Group's contributions vest fully with the employees when contributed into the MPF Scheme.

Pursuant to the regulations in the PRC, the employees in the PRC are required to join the pension fund which is a defined contribution scheme operated by the local government for the benefit of retired employees. The Group is required to make monthly contributions to the scheme at a specified rate of the employee payroll to fund the retirement benefits of the employees.

Save as disclosed above, the Group has no other obligations to make payments in respect of retirement benefits of the employees.

### 34. 僱員福利

#### 定額供款退休計劃

本集團已安排其香港僱員加入強積金計劃，有關計劃為一項由獨立受託人管理之定額供款計劃。根據強積金計劃，本集團及其香港僱員須各自根據條例所界定按僱員收入之5%（二零二二年：5%）按月向該計劃供款。本集團及其僱員每月供款之上限均為1,500港元（二零二二年：1,500港元），而超過該上限之供款乃屬自願性質。強積金計劃之資產以一項獨立管理基金與本集團之資產分開持有。本集團之供款於向強積金計劃供款時全數歸僱員所有。

根據中國有關法規，中國之僱員須加入養老保險基金，有關基金為一項由當地政府為退休僱員之福利而設立之定額供款計劃。本集團須按僱員薪酬之特定比例按月向該計劃供款，以為僱員之退休福利提供資金。

除上文披露者外，本集團概無就僱員退休福利之供款而須承擔任何其他責任。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 35. SHARE-BASED PAYMENTS

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the full-time and part-time employees, executives, officers, directors, business consultants, advisers, agent, contractors, customers, suppliers and shareholders of the Company and the Company's subsidiaries. The Scheme became effective on 27 September 2021 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates or to consultants, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

### 35. 以股份為基礎的付款

本公司採納一項購股權計畫（「購股權計畫」），旨在向對本集團的成功運營做出貢獻的合資格參與者提供激勵及獎賞。合格的參與者包括本公司及附屬公司的全職和兼職員工、高管、經理、董事、業務顧問、諮詢師、代理、承包商、客戶、供應商和股東。該計畫於二零二一年九月二十七日生效，有效期為十年，惟可由本公司取消或修訂。

根據購股權計畫授出但尚未行使的所有購股權獲行使後可予發行的股份數目整體限額，合共不得超過本公司不時已發行股份的30%。在任何12個月期間內每名合格參與者獲授根據購股權計畫授出之股份總數，不得超過本公司不時已發行股份的1%。凡進一步授予超過限額的購股權，須於本公司股東大會上尋求股東批准。

授予本公司董事、首席執行官或主要股東或其任何關聯人或顧問的購股權須事先獲得獨立非執行董事的批准。此外，於任意12個月內向本公司大股東或獨立非執行董事或其任何關聯人士授予的購股權若超過本公司不時已發行股份的0.1%或總價值（以授予之日本公司股票的價格計算）超過500萬港元，均須事先於本公司股東大會上尋求股東批准。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 35. SHARE-BASED PAYMENTS *(Continued)*

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the board of directors, and commences after a certain vesting period and ends on a date which is not later than three years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer, when applicable.

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings. Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares.

### 35. 以股份為基礎的付款(續)

授出購股權的要約可在要約日期起28天內接受，而承授人須支付合共1港元的象徵式代價。授出之購股權的行使期可由董事會決定，在特定授予期後開始，並在不晚於提出購股權的日期或購股權計畫到期日(二者之間較早者)起三年之內結束。

購股權的行使價由董事決定，但不得低於以下各項之最高者：(i)於授出日期所報本公司股份之聯交所收市價；(ii)本公司股份於緊接授出日期前五個營業日之平均收市價；及(iii)授予之日本公司股份的面值(如適用)。

購股權並不賦予持有人獲得股息或在股東大會上投票的權利。每份購股權賦予持有人認購本公司一股普通股的權利，並以股份形式結算。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 35. SHARE-BASED PAYMENTS (Continued)

The movements in share options granted under the Scheme during the years ended 31 March 2023 are shown below:

### 35. 以股份為基礎的付款(續)

截至二零二三年三月三十一日止歷年裡，購股權計劃下授出之購股權的變動載列如下：

Name of category of participants	Number of share options 購股權數目							Date of granted	Validity period	Exercise price of share options HK\$ per share 購股權行權價 港元/股
	At 1 April 2022 截至二零二二年四月一日	Granted during the year 於年內授出	Exercised during the year 於年內行使	Expired during the year 於年內到期	Reclassified during the year 於年內重新分類	Lapsed during the year 於年內終止	At 31 March 2023 截至二零二三年三月三十一日			
<b>Director</b>										
<b>董事</b>										
Li Dahong 李大宏	-	23,948,516	-	-	-	-	23,948,516	29-9-22	29-9-22-28-9-32	0.252
Ma Xiaona 馬曉娜	-	20,954,950	-	-	-	-	20,954,950	29-9-22	29-9-22-28-9-32	0.252
Guo Wei 郭瑋	-	2,993,564	-	-	-	-	2,993,564	29-9-22	29-9-22-28-9-32	0.252
Lam Albert Man Sum 林聞深	-	2,993,564	-	-	-	-	2,993,564	29-9-22	29-9-22-28-9-32	0.252
Cheung Wai Hung 張偉雄	-	2,993,564	-	-	-	-	2,993,564	29-9-22	29-9-22-28-9-32	0.252
Sub-total 小計	-	53,884,158	-	-	-	-	53,884,158			
<b>Employees in aggregate</b>										
<b>員工累計</b>										
	-	19,584,000	-	-	-	-	19,584,000	24-5-22	24-5-22-23-5-32	0.088
	-	5,987,128	-	-	-	-	5,987,128	29-9-22	29-9-22-28-9-32	0.252
	-	25,571,128	-	-	-	-	25,571,128			
<b>Consultant</b>										
<b>顧問</b>										
Billion Winning Holdings Ltd. 億榮集團有限公司	-	9,792,000	-	-	-	-	9,792,000	24-5-22	24-5-22-23-5-32	0.088
	-	89,247,286	-	-	-	-	89,247,286			
Exercisable at the end of the year 年底可行使							89,247,286			
Weighted average exercise price (HK\$) 加權平均行權價(港元)	-	0.198	-	-	-	-	0.198			

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 35. SHARE-BASED PAYMENTS (Continued)

Details of the share options outstanding as at the end of the reporting period are as follows:

	Number of options granted 購股權數目	Date of granted 授予日期	Vesting date 生效日期	Exercise period 行權日期	Exercise price 行權價格 HK\$ 港元
2022 May	29,376,000	24 May 2022	24 May 2025	24 May 2022 to 23 May 2032	0.088
二零二二年五月	29,376,000	二零二二年 五月二十四日	二零二五年 五月二十四日	二零二二年五月二十四日至 二零三二年五月二十三日	0.088
2022 September	59,871,286	29 September 2022	29 September 2025	29 September 2022 to 28 September 2032	0.252
二零二二年九月	59,871,286	二零二二年九月 二十九日	二零二五年九月 二十九日	二零二二年九月二十九日至 二零三二年九月二十八日	0.252

The fair value of share options were calculated using Binomial Model. The inputs into the model were as follow:

		24 May 2022 二零二二年 五月二十四日	29 September 2022 二零二二年 九月二十九日
Risk-free rate (%)	無風險利率(%)	2.765	3.655
Expected life of options (years)	購股權預期有效期(年)	10	10
Expected dividend yield (%)	預期股息收益率(%)	0	0
Expected volatility (%)	預期波動率(%)	78.595	68.883
Price of the Company's share at the date of grant (HK\$ per share)	本公司股份於授出日期之股價 (港元/股)	0.088	0.25
Estimate fair value at measurement date (HK\$)	於測算日期之預估公平值(港元)	1,700,000	10,400,000

The expected life of the options is not necessarily indicative of the exercise patterns that may occur, which is based on the terms and conditions of the share options. The expected volatility is based on the historic volatility of the share prices of the Company as extracted from publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

### 35. 以股份為基礎的付款(續)

截至本報告期末，尚未行使的購股權詳情如下：

購股權公平值乃使用二項式模型計算得出。該模型的輸入值如下所示：

購股權的預期有效期不一定預示可能發生的行權模式，該等模式基於購股權的條款和條件。預期波動率基於從公開信息中得出的本公司股價的歷史波動率。預期股息以歷史股息為依據。主觀輸入假設的變化可能對公平值估計產生重大影響。



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 35. SHARE-BASED PAYMENTS (Continued)

No other feature of the options granted was incorporated into the measurement of fair value. At the end of the reporting period, the Company had 89,247,286 (2022: Nil) share options outstanding under the Scheme.

At the date of approval of these financial statements, the Company had 89,247,286 (2022: Nil) share options outstanding under the Scheme, which represented approximately 1.5% (2022: Nil) of the Company's shares in issue as at that date.

During the year ended 31 March 2023, there were 89,247,286 (2022: Nil) share options granted and approximately HK\$1,972,000 (2022: HK\$Nil) were recognised to the consolidated statement of profit or loss.

### 36. LEASE COMMITMENTS

The short-term lease for the offices which are regularly entered into by the Group during the year ended 31 March 2023. As at 31 March 2023, the outstanding lease commitments is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	373	390
In the second to fifth year, inclusive	第二至第五年(包括首尾兩年)	56	54
		<b>429</b>	<b>444</b>

### 35. 以股份為基礎的付款(續)

已授購股權的其他特徵未納入公平值的計量。截至報告期末，本公司購股權計畫下未予行使的購股權為89,247,286份(二零二二年：無)。

於本財務報表批准之日，本公司購股權計畫下未予行使的購股權為89,247,286份(二零二二年：無)，約占本公司於該日期已發行股份的1.5%(二零二二年：無)。

截至二零二三年三月三十一日止年度，本公司授出購股權89,247,286份(二零二二年：無)，合併損益表確認約1,972,000港元(二零二二年：無)。

### 36. 租賃承擔

截至二零二三年三月三十一日止年度，本集團定期就辦公室訂立短期租約。於二零二三年三月三十一日，未償還租賃承擔如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT

The Group's major financial assets and liabilities include cash and bank balances, bonds, borrowings, trade and other receivables, as well as trade and other payables. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (a) Foreign exchange risk

The Group's monetary assets and transactions are principally denominated in HK\$ and RMB which are two functional currencies of the Group's entities. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the functional currency of the relevant group entity. The Group adopted a conservative treasury policy with most of the bank deposits being kept in HK\$ or RMB, or in the local currencies of the operating subsidiaries to minimise exposure to foreign exchange risk.

The Group has certain investments and operations in the PRC, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's operations in the PRC is managed primarily through operating liabilities denominated in RMB.

To date, the Group has not entered into any hedging transactions in an effort to reduce the Group's foreign currency exchange risks. However, the management continues to monitor the foreign exchange exposure regularly and will consider hedging significant foreign currency exposure should the need arise.

### 37. 財務風險管理

本集團之主要金融資產及負債包括應收承兌票據、現金及銀行結餘、債券、借貸、貿易及其他應收賬項以及應付貿易賬款及其他應付賬項。該等金融工具之詳情已於各有關附註披露。該等金融工具之相關風險及減低該等風險之政策載於下文。管理層管理及監察該等風險，以確保適時及有效地施行合適之措施。

#### (a) 外匯風險

本集團之貨幣資產及交易主要是以港元及人民幣為單位，其為本集團實體之功能貨幣。將來的商業交易和已確認之資產及負債以相關集團實體功能貨幣以外之其他貨幣計值亦會引致外匯風險。本集團採取保守之庫務政策，大部份銀行存款屬於港元或人民幣存款，又或屬於營運附屬公司所在地區貨幣之存款，以盡量減低外匯風險。

本集團於中國擁有若干投資及業務，而相關淨資產會面對外幣換算風險。因本集團之中國業務淨資產而產生之貨幣風險主要透過以人民幣計值之經營負債管理。

現時，本集團並未為減低其外幣換算風險而訂立任何對沖交易。然而，管理層將繼續定期監察外匯風險，並將於有需要時考慮對沖重大外幣風險。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (a) Foreign exchange risk (Continued)

A reasonably possible increase of 5% in exchange rates between RMB and HK\$ respectively, with all other variables held constant, will lead to an decrease/increase of approximately HK\$1,341,000 of the Group's profit/loss before tax (2022: HK\$3,463,000) mainly arising from that the Group has certain exposure to foreign currency risk.

#### (b) Interest rate risk

The Group's exposure to interest rate risk arises primarily from its borrowings and bank deposits. Borrowings at fixed rates expose the Group to fair value interest rate risk.

The Group currently does not have any interest rate hedging policy. The management monitor the Group's exposure on ongoing basis and will consider hedging interest rate risk should the need arise.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest risk.

Sensitivity analysis on cash flow interest-rate risk has not been presented as the reasonably possible changes in market interest rate will not have significant impact on the Group's consolidated financial statements.

### 37. 財務風險管理(續)

#### (a) 外匯風險(續)

人民幣兌港元之匯率可能出現升值5%之合理變動，而所有其他變數維持不變，將令本集團之除稅前虧損／溢利減少／增加約1,341,000港元(二零二二年：3,463,000港元)，主要由於其面臨一定程度之外幣風險。

#### (b) 利率風險

本集團之利率風險主要涉及其借貸及銀行存款。固定利率借貸使本集團面臨公平值利率風險。

本集團現時並無任何利率對沖政策。管理層持續監察本集團之風險，並將於有需要時考慮對沖利率風險。

除上述外，於報告期末，本集團並無其他重大計息資產及負債，其收入及經營現金流量大部分獨立於市場利率風險變動。

由於市場利率的合理可能變動不會對本集團綜合財務報表造成重大影響，因此並無呈列現金流量利率風險的敏感度分析。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and other receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

The Group does not provide any financial guarantees which would expose the Group to credit risk.

The carrying amounts of trade and other receivables and bank balances included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

In order to minimise credit risk, the Group has policy in place to develop and maintain the Group's credit risk grading to categories exposures according to their degree of risk of default. The Group uses publicly available financial information and own historical repayment records to rate its major debtors. The Group's exposure and the credit rating of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

### 37. 財務風險管理(續)

#### (c) 信貸風險

信貸風險乃因對手方無法履行金融工具或客戶合約項下責任而引致財務損失的風險。本集團因其經營活動(主要是按金及其他應收賬項)及因其融資活動(包括銀行及金融機構之存款、外匯交易及其他金融工具)而承受信貸風險。由於交易對手為國際信貸評級機構給予高評級且本集團因而認為信貸風險較低之銀行及金融機構，故本集團所承受由現金及現金等值項目引致之信貸風險屬有限。

本集團並無提供任何可能導致本集團面對信貸風險的財務擔保。

計入綜合財務狀況表的貿易應收賬項及其他應收賬項及銀行結餘之賬面值代表本集團就本集團的金融資產所承擔的最高信貸風險。

為盡量減低信貸風險，本集團已實施政策以制定及維持本集團的信貸風險評級，以根據違約風險程度將風險進行分類。本集團使用公開可用的財務資料及自身的過往還款記錄以評估其主要債務人。本集團之風險及其對手方之信貸評級受持續監控，而達成交易的總價值分佈於多名核准對手方中。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

For trade and other receivables, the directors make periodic collectively assessments as well as individual assessment on the recoverability of trade and other receivables.

The following table provides the information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2023 and 2022:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
1-30 days past due	逾期1至30日	22,359	11,179
31-60 days past due	逾期31至60日	-	3,901
61-90 days past due	逾期61至90日	-	617
More than 90 days past due	逾期超過90日	18,713	-
		<b>41,072</b>	15,697

As at 31 March 2023 and 2022, the management of the Group entered into a security arrangement and transferred the rights of collection of the Group's trade receivables to a financier under which the significant risks relating to these receivables had been passed to the financier, therefore, no allowance for trade receivable was recognised during the year ended 31 March 2023 and 2022 (note 27).

### 37. 財務風險管理(續)

#### (c) 信貸風險(續)

就貿易應收賬項及其他應收賬項而言，董事定期對貿易應收賬項及其他應收賬項的可收回性進行集體評估及個別評估。

下表提供本集團於二零二三年及二零二二年三月三十一日貿易應收賬項信貸風險及預期信貸虧損的資料：

於二零二三年及二零二二年三月三十一日，本集團管理層訂立一份抵押安排並將收取本集團貿易應收賬項的權利轉讓予融資人，據此，該等應收賬項相關的所有重大風險已轉移予融資人，因此，截至二零二三年及二零二二年三月三十一日止年度並無確認貿易應收賬項撥備(附註27)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Other receivables

The following table provides information about the Group's exposure to credit risk and ECLs for other receivables which has significant increase in the credit risk:

2023

Internal credit rating	內部信貸評級	Expected	Gross	Loss
		loss rate	carrying	allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
Stage 1	第一階段	38.47	4,684	1,802
Stage 2	第二階段	-	-	-
Stage 3	第三階段	100.00	2,438	2,438
			<b>7,122</b>	<b>4,240</b>

2022

Internal credit rating	內部信貸評級	Expected	Gross	Loss
		loss rate	carrying	allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
Stage 1	第一階段	-	4,250	-
Stage 2	第二階段	-	-	-
Stage 3	第三階段	100.00	2,438	2,438
			<b>6,688</b>	<b>2,438</b>

### 37. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 其他應收賬項

下表提供本集團信貸風險及信貸風險有顯著增加的其他應收賬項的預期信貸虧損：

二零二三年

二零二二年

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (c) Credit risk (Continued)

##### Other receivables (Continued)

Movement in the allowance for other receivables measured at amortised cost:

		Other receivables		
		其他應收賬項		
		12-month ECLs	Lifetime ECLs Credit impaired	Total
		12個月預期信貸虧損	全期預期信貸虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2021, 31 March 2022 and 1 April 2022	於二零二一年四月一日、二零二二年三月三十一日及二零二二年四月一日	-	2,438	2,438
Provision/(reversal) for ECLs	預期信貸虧損撥備／(撥回)	1,802	-	1,802
At 31 March 2023	於二零二三年三月三十一日	1,802	2,438	4,240

The allowance for ECLs on trade and other receivables of approximately HK\$Nil and HK\$4,240,000 (2022: HK\$Nil and HK\$2,438,000) was recognised as at 31 March 2023.

### 37. 財務風險管理(續)

#### (c) 信貸風險(續)

##### 其他應收賬項(續)

按攤銷成本計量的其他應收賬項撥備變動：

		Other receivables		
		其他應收賬項		
		12-month ECLs	Lifetime ECLs Credit impaired	Total
		12個月預期信貸虧損	全期預期信貸虧損	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2021, 31 March 2022 and 1 April 2022	於二零二一年四月一日、二零二二年三月三十一日及二零二二年四月一日	-	2,438	2,438
Provision/(reversal) for ECLs	預期信貸虧損撥備／(撥回)	1,802	-	1,802
At 31 March 2023	於二零二三年三月三十一日	1,802	2,438	4,240

於二零二三年三月三十一日，已確認貿易及其他應收賬項的預期信貸虧損撥備約為零港元及4,240,000港元(二零二二年：零港元及2,438,000港元)。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk

For the management of the Group's liquidity risk, the Group monitors and maintains a sufficient level of cash and cash equivalents to finance the Group's operations and mitigate the effects of fluctuation in cash flows. Management reviews and monitors the Group's working capital requirements regularly.

The following table sets out the remaining contractual maturities of the Group's non-derivative financial liabilities at the reporting date, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the prevailing rates at the reporting date) and the earliest date the Group can be required to pay.

Specifically, for convertible bonds which contain a repayment on demand clause which can be exercised at the holder's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the holder was to invoke their unconditional rights to call the outstanding balance of convertible bonds with immediate effect.

The maturity analysis of the Group's financial liabilities based on contractual undiscounted cash flows is as follows:

	2023 二零二三年				2022 二零二二年			
	Carrying amount	contractual undiscounted cash flow	Within one year or on demand	After one year	Carrying amount	contractual undiscounted cash flow	Within one year or on demand	After one year
	賬面值	現金流量總額	一年內或按 要求	一年後	賬面值	現金流量總額	按 要求	一年後
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Trade and other payables 應付貿易賬款及 其他應付賬	84,999	84,999	47,005	37,994	127,584	127,584	91,671	35,913
Borrowings 借貸	310,299	317,875	7,458	310,417	401,892	424,745	13,467	411,278
Bonds 債券	14,342	14,342	14,342	-	13,838	13,838	13,838	-
Convertible bonds 可換股債券	-	-	-	-	28,754	28,754	28,754	-
	409,640	417,216	68,805	348,411	572,068	594,921	147,730	447,191

### 37. 財務風險管理(續)

#### (d) 流動資金風險

為管理本集團之資金流通風險，本集團監察及維持充足水平之現金及現金等值項目，以撥付本集團之業務所需及減低現金流量波動之影響。管理層定期檢討及監察本集團之營運資金需求。

下表詳列本集團非衍生金融負債於報告日期之尚餘合約期限，乃根據合約未折現現金流量(包括採用合約利率或(如屬浮動利率)根據報告日期通行之利率計算之利息款項)，以及可能要求本集團付款之最早日期計算。

具體而言，對於帶有按要求償還條款(可按持有人全權酌情行使)之可換股債券，有關分析顯示根據該實體可被要求付款之最早期限(即持有人援引其無條件權利即時追討可換股債券之未償還結餘時)得出之現金流出。

本集團金融負債基於合約未折現現金流量作出之到期日分析如下：



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (d) Liquidity risk (Continued)

The table that follows summarises the maturity analysis of convertible bonds with a repayment on demand clause based on agreed scheduled repayments. The amounts include interest payments computed using contractual rates. As a result, these amounts are greater than the amounts disclosed in the “on demand” time band in the maturity analysis above.

	At 31 March 2023				At 31 March 2022			
	於二零二三年三月三十一日				於二零二二年三月三十一日			
	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	Total	Within 1 year	Between 1 to 2 years	Between 2 to 5 years	Total
	一年內	一至兩年	二至五年	總計	一年內	一至兩年	二至五年	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Convertible bonds 可換股債券	-	-	-	-	30,447	-	-	30,447

As disclosed in note 29 to the consolidated financial statements, the Company has allegedly breached a condition thereto the subscription of the convertible bonds as a result of certain litigation made against the Company, the outstanding balance of the convertible bonds became repayable on demand as at 31 March 2022. On 25 May 2022, the Company had redeemed the convertible bonds in full.

### 37. 財務風險管理(續)

#### (d) 流動資金風險(續)

下表概述帶有按要求償還條款之可換股債券根據經協定之定期還款安排作出的到期日分析。該等款項包括使用合約利率計算之利息款項。因此，該等金額均大於上文到期日分析中「按要求」時限組別內披露之金額。

如綜合財務報表附註29所披露，由於本公司面臨若干訴訟，本公司已指稱違反認購可換股債券的相關條件，可換股債券之未償還結餘於二零二二年三月三十一日成為按要求償還。於二零二二年五月二十五日，本公司已悉數贖回可換股債券。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 37. FINANCIAL RISK MANAGEMENT (Continued)

#### (e) Capital risk management

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern in order to support its business and maximise shareholders' value. To maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, sell assets as well as issue new debts or redeem existing debts.

The Group manages its capital structure and make adjustments to it, in light of cost and risk associated with the capital and changes in economic conditions.

The only externally imposed capital requirement for the Group is that in order to maintain its listing on the Stock Exchange, it has to have a public float of at least 25% of the Shares, The Group has maintained a sufficient public float to comply with GEM Listing Rules from the date of the Listing. As at 31 March 2023, approximately 29.7% of the Shares were in public hands.

#### (f) Fair value

The Carrying amount of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximately their respective fair value.

### 37. 財務風險管理(續)

#### (e) 資本風險管理

本集團管理資本之主要目標為保障本集團能繼續以持續經營基準經營業務，以支持其業務及將股東價值提升至最高。為維持或調整資本架構，本集團可能會調整派息、發行新股、出售資產以及發行新債或贖回舊債。

本集團會管理其資本架構，並因應與資本有關之成本及風險以及經濟狀況變動而作出調整。

本集團維持其於聯交所上市之唯一外部施加之資本要求是，其股份公眾持股量比例必須至少為25%。本集團自上市日期以來一直維持充足的公眾持股量以符合GEM上市規則。於二零二三年三月三十一日，公眾持有的股份約為29.7%。

#### (f) 公平值

本集團的金融資產及金融負債於綜合財務狀況表內反映之賬面值與其各自之公平值相若。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 38. RELATED PARTY TRANSACTIONS

In addition to the directors listed in note 12 to the consolidated financial statements, the Group also identifies below related parties:

Name	Relationship
Ma Qianzhou	Substantial shareholder of Taizhou Mining Director of Taizhou Mining
Zhao Yuebing	Director of Taizhou Mining Spouse of Ma Qianzhou
Zhou Yong	Shareholder of Grand T G Gold General manager of Taizhou Mining

In addition to those disclosed elsewhere in the consolidated financial statements, the following transactions were carried out with related parties:

#### (a) Key management compensation

Key management includes directors (executive and non-executive), members of the Executive Committee, the Company Secretary. The compensation paid or payable to key management for employee services is shown below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	5,617	6,594
Other long-term benefits	其他長期福利	74	72
Equity-settled share-based payments	以股權結算的基於股份之支付	1,507	-
<b>Total</b>	<b>總計</b>	<b>7,198</b>	<b>6,666</b>

### 38. 關聯人士交易

綜合財務報表附註12所列之董事外，本集團亦識別下列關連人士：

名稱	關係
馬乾洲	太洲礦業的主要股東 太洲礦業董事
趙悅冰	太洲礦業董事 馬乾洲的配偶
周勇	大唐滄金的股東 太洲礦業總經理

除綜合財務報表其他部分所披露者外，與關連人士進行以下交易：

#### (a) 主要管理人員酬金

主要管理人員包括執行董事及非執行董事、執行委員會成員及公司秘書。就僱員服務而已付或應付主要管理人員之酬金載列如下：

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 38. RELATED PARTY TRANSACTIONS (Continued)

#### (b) Loans from related parties

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 April	於四月一日	363,745	342,232
Currency realignment	匯兌調整	(22,744)	17,827
Additions during the year	年內增加	21,693	56,195
Repayment during the year	年內還款	(79,257)	(52,509)
At 31 March	於三月三十一日	<b>283,437</b>	363,745

The above loans as at 31 March 2023 and 2022 from Ms. Zhao Yuebing, Mr. Ma Qianzhou, Mr. Zhou Yong and Mr. Li Dahong were included in the balance of borrowings.

The loans from related parties have the following terms and conditions:

### 38. 關聯人士交易(續)

#### (b) 關聯人士貸款

上述截至二零二三年及二零二二年三月三十一日止年度來自趙悅冰女士、馬乾洲先生、周勇先生及李大宏先生之貸款計入借貸。

關連人士貸款的條款及條件如下：

		At end of year 年末 HK\$'000 千港元	At beginning of year 年初 HK\$'000 千港元	Interest rate 利率
<b>2023</b>	<b>二零二三年</b>			
Zhao Yuebing	趙悅冰	110,886	169,110	0%–4.35%
Ma Qianzhou	馬乾洲	85,483	108,456	0%–4.35%
Zhou Yong	周勇	87,068	85,079	0%–4.35%
Li Dahong	李大宏	–	1,100	5%
<b>2022</b>	<b>二零二二年</b>			
Zhao Yuebing	趙悅冰	169,110	145,240	0%–5%
Ma Qianzhou	馬乾洲	108,456	121,065	0%–4.35%
Zhou Yong	周勇	85,079	74,827	0%–4.35%
Li Dahong	李大宏	1,100	1,100	5%

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 38. RELATED PARTY TRANSACTIONS (Continued)

#### (c) Amounts due to related parties

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Ma Qianzhou	馬乾洲	864	932

The above amounts are interest free, unsecured and repayable on demand. They are included in the balance of trade and other payables.

### 38. 關聯人士交易(續)

#### (c) 應付關連人士款項

上述款項為免息、無擔保並於要求時償還。其於應付貿易賬款及其他應付賬項的結餘入賬。

### 39. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Financial assets measured at amortised cost</b>	<b>按攤銷成本測算的金融資產</b>		
Trade receivables	貿易應收賬項	41,072	15,679
Deposits and other receivable	按金及其他應收賬項	3,817	5,869
Pledged bank deposits	已質押銀行存款	20,000	-
Cash and bank balances	現金及銀行結餘	24,641	4,444
		<b>89,530</b>	<b>25,992</b>
<b>Financial liabilities at amortised cost</b>	<b>按攤銷成本測算的金融負債</b>		
Trade and other payables	應付貿易賬款及其他應付賬項	75,445	117,461
Bonds	債券	14,342	13,838
Convertible bonds	可換股債券	-	28,754
Borrowings	借貸	310,299	401,892
		<b>400,086</b>	<b>561,945</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 40. 本公司財務狀況表

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Interest in subsidiaries	附屬公司權益	19	121,947	121,668
<b>Current assets</b>	<b>流動資產</b>			
Promissory notes	承兌票據		-	-
Deposits, prepayments and other receivables	按金、預付款項及其他應收賬項		5,786	2,021
Pledged bank deposits	已質押銀行存款		20,000	-
Cash and cash equivalents	現金及現金等值項目		2,067	744
			<b>27,853</b>	2,765
<b>Current liabilities</b>	<b>流動負債</b>			
Accruals and other payables	應計費用及其他應付賬項		15,785	24,620
Bonds	債券		14,342	13,838
Convertible bonds	可換股債券		-	28,754
Borrowings	借貸		-	5,655
			<b>30,127</b>	72,867
<b>Net current liabilities</b>	<b>流動負債淨額</b>		<b>(2,274)</b>	(70,102)
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>119,673</b>	51,566

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 40. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

### 40. 本公司財務狀況表(續)

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債		-	221
Borrowings	借貸		-	57,664
			-	57,885
<b>Net assets/(liabilities)</b>	<b>資產/(負債)淨額</b>		<b>119,673</b>	(6,319)
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Share capital	股本		<b>5,987</b>	89,807
Reserves	儲備	33(b)	<b>113,686</b>	(96,126)
<b>Total equity/(capital deficiency)</b>	<b>總權益/(資本虧絀)</b>		<b>119,673</b>	(6,319)

On behalf of the Board of Directors on 28 June 2023:

於二零二三年六月二十八日代表董事會：

**Li Dahong**

李大宏

Director

董事

**Ma Xiaona**

馬曉娜

Director

董事

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 41. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		1 April 2022 二零二二年 四月一日 HK\$'000 千港元	Cash flows 現金流 HK\$'000 千港元	Interest charges 利息支出 HK\$'000 千港元	Exchange realignment 換匯調整 HK\$'000 千港元	31 March 2023 二零二三年 三月三十一日 HK\$'000 千港元
Borrowings (note 27)	借貸(附註27)	401,892	(75,837)	8,771	(24,527)	310,299
Bonds (note 28)	債券(附註28)	13,838	-	504	-	14,342
Convertible bonds (note 29)	可換股債券(附註29)	28,754	(30,273)	1,519	-	-
		444,484	(106,110)	10,794	(24,527)	324,641

### 41. 綜合現金流量表附註

#### (a) 融資活動所產生負債的對賬

下表載列本集團融資活動所產生負債之變動詳細，包括現金及非現金變動。融資活動所產生之負債乃本集團綜合現金流量表將現金流量或未來現金流量分類為融資活動所得現金流量之負債。

		1 April 2021 二零二一年 四月一日 HK\$'000 千港元	Cash flows 現金流 HK\$'000 千港元	Interest charges 利息支出 HK\$'000 千港元	Waive of Interest charges 豁免利息支出 HK\$'000 千港元	Exchange realignment 換匯調整 HK\$'000 千港元	31 March 2022 二零二二年 三月三十一日 HK\$'000 千港元
Lease liabilities (note 25)	租賃負債(附註25)	74	(75)	1	-	-	-
Borrowings (note 27)	借貸(附註27)	408,792	(18,632)	11,571	(14,529)	14,690	401,892
Bonds (note 28)	債券(附註28)	13,337	-	501	-	-	13,838
Convertible bonds (note 29)	可換股債券(附註29)	24,717	(1,208)	5,245	-	-	28,754
		446,920	(19,915)	17,318	(14,529)	14,690	444,484



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 41. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprises the following:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within investing cash flow	投資現金流量內	4,057	6,906
Within operating cash flows	經營現金流量內	862	577
Within financing cash flows	融資現金流內	-	75
		<b>4,919</b>	<b>7,558</b>

These amounts relate to the following:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Lease rental paid	已付租賃租金	4,919	7,558

### 41. 綜合現金流量表附註(續)

#### (b) 租賃現金流出總額

計入現金流量表之租賃金額包括以下各項：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within investing cash flow	投資現金流量內	4,057	6,906
Within operating cash flows	經營現金流量內	862	577
Within financing cash flows	融資現金流內	-	75
		<b>4,919</b>	<b>7,558</b>

該等金額與下列項目有關：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Lease rental paid	已付租賃租金	4,919	7,558

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 42. LITIGATION

As at 31 March 2023, the Company is involved in the following litigation proceedings:

(i) **HCA 1885 of 2018 (the “HCA 1885 Action”)**

The HCA 1885 Action was commenced by Leung Heung Ying (“Leung”) against the Company to seek payment under a series of convertible bonds dated 17 July 2017 which is due for payment on 16 July 2022 totaling HK\$30,095,357 and the interest accrued thereon. The Company has opposed Leung’s claim on the basis that the payment was not yet due. Leung has applied for summary judgment against the Company. The application has been adjourned and no hearing has yet been fixed.

On 25 May 2022, the Company had redeemed the convertible bonds in full and that the Company and Leung had made a joint application on 26 May 2022 to the High Court for a consent order to discontinue HCA 1885 Action and the High Court had sealed a consent order to effect the discontinuation of HCA 1885 Action no order as to costs.

### 42. 訴訟

於二零二三年三月三十一日，本公司牽涉以下訴訟程序：

(i) **HCA第1885/2018號(「HCA第1885號訴訟」)**

HCA第1885號訴訟由梁享英(「梁」)針對本公司提起，以尋求日期為二零一七年七月十七日的一系列可換股債券項下總計30,095,357港元的付款(付款於二零二二年七月十六日到期應付)及其應計利息。本公司反對梁的索償，理由為付款尚未到期。梁已申請針對本公司的簡易判決。該申請已被延期，且聆訊日期尚未確定。

於二零二二年五月二十五日，本公司已悉數贖回可換股債券，且本公司與梁已向高等法院在二零二二年五月二十六日共同申請頒佈同意令，以中斷HCA第1885號訴訟，而高等法院已簽署同意令，在並無訟費令情況下中斷HCA第1885號訴訟。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 42. LITIGATION (Continued)

#### (ii) HCMP 1869 of 2020 (the “HCMP 1869 Action”)

The HCMP 1869 Action was commenced by the Company against the Company’s previous legal representatives, D.S Cheung & Co. by way of Originating Summons on 27 October 2020. The Company sought an order that the nine invoices delivered to the Company in the HCA 397 Action, HCMP 1398/2018 and HCA 1885/2018 actions (“the Invoices”), be taxed pursuant to Section 67 of the Legal Practitioners Ordinance. Pursuant to the Order of Master Lai of 1 June 2021, the Invoices have been referred to taxation and the Company has been ordered to pay HK\$570,000 as security for the taxation by 22 June 2021. The Company discussed with the legal team on their views that the taxation hearing will be fixed to be heard sometime in late 2021. The Company has paid the abovesaid amount of HK\$570,000 into court on 21 June 2021. The taxation for the invoices was heard by Master Phoebe Man on 18 October 2022. The parties agreed on settlement terms at the said hearing, and pursuant to the Order of Master Phoebe Man on 18 October 2022, it was ordered that the Company to pay a sum of HK\$1,889,520.74 and credit be given to the amount of HK\$539,520.74 (being costs on account) and HK\$570,000 (being payment into Court by the Company on 21 June 2021). Accordingly, the Company duly paid the balance of HK\$780,000 to the Company’s previous solicitors on 25 October 2022.

Having consulted the Company’s legal advisers, the directors are of the view that further provision is not required for the above legal proceedings.

### 42. 訴訟(續)

#### (ii) HCMP第1869/2020號(「HCMP第1869號訴訟」)

HCMP第1869號訴訟由本公司於二零二零年十月二十七日透過原訴傳票針對本公司的前法人代表D.S. Cheung & Co.提起。本公司尋求HCA第397號訴訟、HCMP第1398/2018號及HCA第1885/2018號訴訟中向本公司交付的九份發票(「該等發票」)根據法律執業者條例第67條評定的命令。根據Master Lai聆案官於二零二一年六月一日的命令，該等發票已交予訟費評定，而本公司已被命令於二零二一年六月二十二日之前支付570,000港元，作為訟費評定的擔保。本公司已與法律團隊討論，其認為訟費評定聆訊日期將予確定，將於二零二一年底的某個時間進行聆訊。本公司已於二零二一年六月二十一日向法院支付上述款項570,000港元。二零二二年十月十八日，Phoebe Man聆案官就該等發票的徵稅進行了聽證。雙方在上述聽證會上就和解條款達成一致，根據Phoebe Man聆案官於二零二二年十月十八日下達的命令，責令本公司支付1,889,520.74港元，並將539,520.74港元(即帳面費用)和570,000港元(即本公司二零二一年六月二十一日向法院支付的款項)的款項記入帳目。有鑑於此，本公司於二零二二年十月二十五日向本公司的前律師適當地支付餘額780,000港元。

經諮詢本公司的法律顧問，董事認為不需要為上述法律訴訟作出進一步的撥備。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

### 43. CAPITAL COMMITMENTS

As at 31 March 2023, the Group did not have any significant capital commitments (2022: Nil).

### 44. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements were approved by the board of directors and authorised for issue on 28 June 2023.

### 43. 資本承擔

於二零二三年三月三十一日，本集團並無任何重大資本承擔(二零二二年：無)。

### 44. 批准綜合財務報表

綜合財務報表已於二零二三年六月二十八日獲董事會批准及授權刊發。

## FIVE-YEAR FINANCIAL SUMMARY 五年財務概要

		For the year ended 31 March 截至三月三十一日止年度				
		2019	2020	2021	2022	2023
		二零一九年	二零二零年	二零二一年	二零二二年	二零二三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	163,829	69,643	99,807	128,434	<b>153,195</b>
Profit/(loss) before tax	除稅前溢利／(虧損)	15,610	(39,229)	(17,116)	14,755	<b>20,812</b>
Income tax (expense)/credit	所得稅(開支)／抵免	(7,849)	453	549	(6,911)	<b>22,924</b>
Profit/(loss) for the year	年度溢利／(虧損)	7,761	(38,776)	(16,567)	7,844	<b>43,736</b>
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	33	(35,239)	(17,974)	(137)	<b>26,109</b>
Non-controlling interests	非控股權益	7,728	(3,537)	1,407	7,981	<b>17,627</b>
		7,761	(38,776)	(16,567)	7,844	<b>43,736</b>

## ASSETS AND LIABILITIES

## 資產及負債

		At 31 March 於三月三十一日				
		2019	2020	2021	2022	2023
		二零一九年	二零二零年	二零二一年	二零二二年	二零二三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	807,938	780,103	867,063	924,222	<b>907,010</b>
Total liabilities	總負債	(507,597)	(542,483)	(617,918)	(652,426)	<b>(466,379)</b>
Total equity	總權益	300,341	237,620	249,145	271,796	<b>440,631</b>



**GRAND T G GOLD HOLDINGS LIMITED**  
大唐潼金控股有限公司\*