常滿控股有限公司

Sheung Moon Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8523

ANNUAL REPORT 2023

Characteristics of GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange")

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This report, for which the directors (the "**Directors**") of Sheung Moon Holdings Limited (the "**Company**" or "**our**") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") for the purpose of giving information with regard to the Company and its subsidiaries (collectively refer to as the "**Group**"). The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

This report will remain on the "Latest Listed Company Information" page on the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the day of its posting. This report will also be published on the Company's website at www.smcl.com.hk.

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Mr. Lai Yung Sang
Mr. Tang Siu Tim

Independent non-executive Directors

Dr. Wong Kwok Yiu Chris
Mr. Wong Choi Chak
Mr. Leung Kim Hong

COMPANY SECRETARY

Ms. Lo Eraine

COMPLIANCE OFFICER

Mr. Tang Sze Wo

BOARD COMMITTEES

Audit committee

Mr. Wong Choi Chak (*Chairman*)
Dr. Wong Kwok Yiu Chris
Mr. Leung Kim Hong

Nomination committee

Mr. Leung Kim Hong (*Chairman*)
Dr. Wong Kwok Yiu Chris
Mr. Wong Choi Chak

Remuneration committee

Dr. Wong Kwok Yiu Chris (*Chairman*)
Mr. Wong Choi Chak
Mr. Leung Kim Hong

Risk management committee

Mr. Wong Choi Chak (*Chairman*)
Mr. Tang Sze Wo
Dr. Wong Kwok Yiu Chris
Mr. Leung Kim Hong

AUTHORISED REPRESENTATIVES

Mr. Tang Sze Wo
Ms. Lo Eraine

COMPANY'S WEBSITE

http://www.smcl.com.hk

AUDITOR

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REGISTERED OFFICE

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Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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CORPORATE INFORMATION

PRINCIPAL BANKERS

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Hong Kong

China Construction Bank (Asia)
Corporation Limited
CCB Tower
3 Connaught Road Central
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

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KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

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Hong Kong

STOCK CODE

8523

FINANCIAL HIGHLIGHTS

A summary of the results and assets and liabilities of the Group for the following financial years are disclosed below:

CONSOLIDATED RESULTS

	For the year ended 31 March				
	2019 HK$'000	2020 HK$'000 (Note i)	2021 HK$'000	2022 HK$'000 (Restated)	**2023** **HK$'000**
Revenue	335,036	584,373	468,620	121,283	**119,375**
Profit/(loss) before taxation	29,743	35,456	21,215	(219,133)	**(26,435)**
Profit/(loss) for the year	24,763	28,905	20,647	(210,581)	**(26,772)**
Earnings/(loss) per share (HK cents per share)					
Basic	6.19	7.23	5.16	(52.65)	**(6.69)**
Diluted	6.19	7.23	5.16	(52,65)	**(6.69)**

CONSOLIDATED ASSETS AND LIABILITIES

	As at 31 March				
	2019 HK$'000	2020 HK$'000 (Note i)	2021 HK$'000	2022 HK$'000 (Restated)	**2023** **HK$'000**
Non-current assets	83,779	132,146	130,490	117,893	**47,707**
Current assets	181,802	242,754	252,266	65,511	**28,336**
Total assets	265,581	374,900	382,756	183,404	**76,043**
Non-current liabilities	(13,047)	(19,518)	(14,345)	(5,110)	**(2,059)**
Current liabilities	(117,621)	(191,564)	(183,946)	(204,410)	**(126,872)**
Total liabilities	(130,668)	(211,082)	(198,291)	(209,520)	**(128,931)**
Net assets	134,913	163,818	184,465	(26,116)	**(52,888)**

Note i: Since 1 April 2019, the Group has applied HKFRS 16" Leases" issued by the Hong Kong Institute of Certified Public Accountants, without restating comparative information. Accordingly, certain comparative information for the years ended 31 March 2019 may not be comparable to those information for the year ended 31 March 2020.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the board of Directors (the "**Board**"), I am pleased to report the annual results of the Group for the year ended 31 March 2023.

For the year ended 31 March 2023, the Group recorded revenue of approximately HK$119.7 million, representing a decrease of approximately 1.3% as compared with the last corresponding year.

For the year ended 31 March 2023, the Group's loss was HK$26.8 million, representing a decrease of 87.3% as compared with the last corresponding year. The Board does not recommend payment of a final dividend for the year ended 31 March 2023 (2022: nil).

During the period ended 31 March 2023, the management demonstrated effective decision making by proactively implementing early project exits based on comprehensive rolling forecast analysis. Despite the negative impact on revenue, these proactive measures successfully averted significant loss for the Group.

FORWARD

The Directors are optimistic that the Group's construction business will remain strong and continue to grow with tremendous potentials. With a proven track record and strong foothold in the industry, the Group will endeavor to maintain a steady growth in its construction business so as to maximise the return of the Company's shareholders. Besides, Directors and management of the Group are constantly looking for other opportunities which might increase the profitability and potential earnings of the Group.

APPRECIATION

On behalf of the Group, I would like to take this opportunity to express my sincere gratitude to our shareholders, customers, subcontractors and business partners for their continuous support, and to our management and staff members for their diligence, dedication and contribution to the growth of the Group.

Tang Sze Wo
Chairman

29 June 2023

BUSINESS REVIEW

The Group is a local contractor in the civil engineering construction industry and is principally engaged in the provision of site formation works, road and drainage works as well as structural works in both public and private sectors in Hong Kong. The Group is an approved contractor of the HKSAR Government, a registered general building contractor and a specialist contractor (site formation works) with the Hong Kong Buildings Department.

The following table sets out the number of contracts awarded to and completed by the Group and the aggregate contract sum during the period under review:

	Number of Contracts	**Aggregate contract sum**(Note) *HK$' million*
As at 1 April 2022		
Existing contracts	85	1,139.9
During the year ended 31 March 2023		
Contracts completed	(71)	(570.7)
Contracts terminated	(10)	(161.1)
New contracts awarded	5	25.7
As at 31 March 2023	9	433.8

Note: The aggregate contract sum is based on a total of all contract sums stated in the initial agreements between the Group's customers and the Group. It does not include additions and modifications due to subsequent variation orders. The final revenue recognised from a contract may differ from the contract sum initially agreed between the contracting parties.

The year ended 31 March 2023 remained a financial year full of challenges posed by the COVID-19 pandemic. The prolonged outbreak of COVID-19 continues to bring uncertainties to the market and imposed negative impacts to the construction industry in Hong Kong, including disruption to the supply chain, workforce shortages as a result of the illness and preventative quarantines, and suspension of construction works as a result of the measures imposed by the Hong Kong government. Although the COVID-19 pandemic in Hong Kong had slowed down and the Hong Kong economy had shown signs of gradual recovery during the year under review, uncertainties in the local market continued unabated. With concerns about the market uncertainties, certain new construction projects had been engaged by the Group on a sub-contracting basis to secure the gross profit and costs were incurred for effectively managing the operating risk, the expected gross profit and cashflow of the Group.

Besides, the Group had adopted different strategies to improve performance by conducting thorough analysis of existing processes and procedures to identify areas of inefficiency and duplication of workload that can be eliminated or streamlined during the period under review.

FINANCIAL REVIEW

Revenue

The Group has recorded a slight decrease in revenue by approximately HK$1.5 million, or approximately 1.3%, from approximately HK$121.3 million for the year ended 31 March 2022 to approximately HK$119.7 million for the year ended 31 March 2023.

Direct Costs

The Group's direct costs decreased by approximately HK$183.3 million, or approximately 61.9%, from approximately HK$296.4 million for the year ended 31 March 2022 to approximately HK$113.1 million for the year ended 31 March 2023. Such decrease was mainly due to the decrease of labor incurred and other direct cost incurred during the reporting period. The Group's direct costs primarily comprised subcontracting fees, direct labour costs, construction material costs, petrol consumption costs and transportation expenses.

Gross Profit and Gross Profit Margin

The Group's gross profit increased by approximately HK$181.8 million, or approximately -103.9%, from gross loss of approximately HK$175.1 million for the year ended 31 March 2022 to gross profit of approximately HK$6.7 million for the year ended 31 March 2023. The gross profit margin increased from approximately -144.4% for the year ended 31 March 2022 to approximately 5.9% for the year ended 31 March 2023. The turnaround from gross loss and gross loss margin was primarily attributable to (i) the gradually stable Hong Kong economy after about three years of COVID-19 pandemic, which led to an economic downturn that severely affected the Group's performance in the previous year and; (ii) the gradual relaxation of both local and border anti-epidemic restrictive measures, which had lessen the impact on additional direct labor and other relevant cost during the reporting period.

Other Income

The Group's other income decreased by approximately HK$0.8 million, or approximately 20.4%, from approximately HK$4.1 million for the year ended 31 March 2022 to approximately HK$3.3 million for the year ended 31 March 2023. Such decrease was mainly due to the decrease in sundry income received during the reporting period.

Other Losses

The Group's other losses increased by approximately HK$2.5 million, or approximately 45.2%, from approximately HK$5.6 million for the year ended 31 March 2022 to approximately HK$8.1 million for the year ended 31 March 2023. Such increase was mainly attributable to the loss on disposal of investment property incurred during the reporting period.

Administrative Expenses

The Group's administrative expenses increased by approximately HK$1.4 million, or approximately 7.4%, from approximately HK$19.1 million for the year ended 31 March 2022 to approximately HK$20.5 million for the year ended 31 March 2023. Such increase was mainly attributable to the increase in legal and professional fees and other administrative expenses during the period.

Finance Costs

Finance costs increased by approximately HK$1.4 million, or approximately 34.0%, from approximately HK$4.2 million for the year ended 31 March 2022 to approximately HK$5.6 million for the year ended 31 March 2023. The increase was mainly due to the increase in interest in loan incurred during the reporting period.

Taxation

There was a turnaround from taxation credit of approximately HK$8.6 million for the year ended 31 March 2022 to taxation expense of approximately HK$0.3 million for the year ended 31 March 2023. It was mainly due to the change in deferred tax during the reporting period.

As a result of the above, the Group recorded a loss of approximately HK$26.8 million for the year ended 31 March 2023, representing a decrease of approximately HK$183.8 million, or approximately 87.3%, as compared to last year (year ended 31 March 2022: a loss of approximately HK$210.4 million).

PROSPECT

The prolonged COVID-19 pandemic and the fluctuating entailments brought by it have adversely impacted the construction industry in Hong Kong over the past few years. Despite the slowdown of the COVID-19 pandemic in Hong Kong in recent months, the operating environment for the Group may remain challenging in the foreseeable future due to uncertainties arising from the gradually recovering economy after the Hong Kong government has lifted all the COVID-19 pandemic related restrictive measures. Despite the uncertain economic prospect and the stringent market environment of the construction industry, the Directors are cautiously optimistic that the Group's construction business will remain robust and get back on track to grow with potentials by capitalising on our core strengths and competitive advantages.

The Group has actively explored and participated in the opportunities arising from the development of coming major government infrastructure projects, including the project of Northern Metropolis and Lantau Tomorrow Vision (also known as the Kau Yi Chau Artificial Islands project). These projects, being large-scale and significant for the region's growth, would present numerous opportunities for the Group to showcase our expertise and contribute to the development of our city.

Recognizing the growing demand for affordable and sustainable housing solutions, the Group has actively explored the adoption of Modular Integrated Construction ("MiC") and believes that MiC will become the future trend in construction industry in Hong Kong. We have been actively engaged in discussions with potential material suppliers to formulate strategic partnerships that will enhance our market competitiveness and profitability among MiC projects.

As we look to the future, the Group remains steadfast in its commitment to growth, innovation, and contributing to society. By actively participating in government large-scale infrastructure projects and exploring modular construction methods like MiC, we aim to position ourselves as active participant among the construction industry, driving sustainable development and meeting the evolving needs of our clients. Our dedication to excellence and collaboration will continue to guide us as we strive for success in the coming fiscal year and beyond.

Liquidity and Financial Resources

During the year under review, the Group's source of funds was primarily from the cash generated from operating activities. The Group also utilised bank borrowings to finance its operations. As at 31 March 2023, the Group had the financial position with net liabilities amounted to approximately HK$52.9 million (31 March 2022: approximately HK$26.1 million). Net current liabilities stood at approximately HK$98.5 million (31 March 2022: approximately HK$138.9 million). As at 31 March 2023, the capital deficiency amounted to approximately HK$52.9 million (31 March 2022: approximately HK$26.1 million).

Current assets amounted to approximately HK$28.3 million (31 March 2022: approximately HK$65.5 million), mainly comprising trade and other receivables, contract assets and bank balances and cash (excluding pledged bank deposits of HK$Nil which has been classified as non-current asset (31 March 2022: HK$31.2 million)). Decrease in current assets was mainly attributable to the decrease of contract assets. Few major projects completed in previous and current year that led to the decrease in contract asset.

Current liabilities amounted to approximately HK$98.5 million (31 March 2022: approximately HK$138.9 million), mainly comprising trade and other payables, contract liabilities, tax payable, bank borrowings and lease liabilities. Decrease in current liabilities was mainly due to the repayment of bank borrowings and account payables during the year ended 31 March 2023.

As at 31 March 2023, the Group's bank balances and cash amounted to approximately HK$3.6 million (31 March 2022: approximately HK$38.2 million including pledged bank deposits of approximately HK$31.2 million). The decrease in bank balances and cash was mainly due to the repayment of bank borrowings during the year. Net liability value per Share was HK$0.13 as at 31 March 2023 (as at 31 March 2022: HK$0.07).

As at 31 March 2023, the gearing ratio of the Group, which is based on the ratio of interest bearing borrowings and lease liabilities to total equity, was 126.1% (31 March 2022: 515.0%). Such decrease was mainly due to the repayment of bank borrowings during the year.

As the Company is listed on the GEM of the Stock Exchange, the Group's source of funds can further be satisfied by using a combination of cash generated from operating activities, bank loans and other fund raised from the capital markets from time to time.

PRIOR PERIOD ADJUSTMENTS

During the management review process, certain errors were identified in the prior year's consolidated financial that related to the following:

– accounting treatment of revenue recognition;

– reassessment of impairment on contract assets and trade receivables; and

– reassessment of taxation due to restatement.

The reasons for the prior period adjustments made in the consolidated financial statements of the prior year are as follows:

On the preparation of the consolidated financial statements of the Group for the year ended 31 March 2023, the management identified that the final certified value in certain payment certificates were significantly lower than the original amounts incurred as at 31 March 2022. Therefore, a reassessment has been carried out and identified certain adjustments in the consolidated financial statements of prior year.

The variation orders and additional ad-hoc works were requested by main contractors during the year ended 31 March 2022, which affected the management's estimation of total expected inputs to the satisfaction of a performance obligation. Besides, delayed completion of projects and increasing labor cost under the effect of COVID-19 led to dramatic increase in direct cost which also affected the estimation of the stage of completion.

In addition, income tax provision error relates to the tax impact made to correct the prior period errors that associated with the reassessment of accounting treatment of revenue recognition and reassessment of impairment of contract assets and account receivables.

Capital Structure

As at 31 March 2023, the share capital of the Group comprised only ordinary shares. The capital structure of the Group mainly consists of borrowings from banks, lease liabilities and equity attributable to owners of the Group, comprising issued share capital, share premium, retained profits and other reserves. Borrowings from banks were mainly denominated in Hong Kong dollars and were secured by pledged bank deposits and investment property.

Material Acquisitions and Disposals of Subsidiaries and Affiliated Companies

During the year ended 31 March 2023, the Group did not have any material acquisitions nor disposals of subsidiaries and affiliated companies.

Significant Investments Held

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

Charges on the Group's Assets

As at 31 March 2023, the Group's property, plant and equipment with carrying amount of approximately HK$30.1 million (31 March 2022: approximately HK$32.6 million) was pledged to secured bank borrowings, while investment property of approximately HK$12.1 million as at 31 March 2022 (31 March 2023: HK$Nil) and bank deposits of approximately HK$31.2 million as at 31 March 2022 (31 March 2023: HK$Nil) were also pledged to secure bank borrowings for financing the Group's operating activities.

Foreign Exchange Exposure

The Group's operating activities such as revenue, direct costs, expenses, monetary assets and liabilities are all transacted and denominated in Hong Kong dollars. The Group currently has no foreign currency hedging policy as the exposure to foreign exchange risk is rare. Nevertheless, the Group will consider hedging significant foreign currency exposure should the need arise.

Contingent Liabilities

As at 31 March 2023, the Group did not have any material contingent liabilities (31 March 2022: nil).

Capital Commitment

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

Future Plans for Material Investments and Capital Assets

The Group did not have other plan for material investments and capital assets.

Litigation

As disclosed in note 39 of this report, a wholly-owned subsidiary of the Company was engaged in legal proceedings with several creditors in relation to a sum of approximately HK$1,436,000. The directors of the Company are of the view that such legal proceedings have no significant impact on the Group's financial position and its operating result. Save as aforesaid, the Group was not involved in any litigation or arbitration of material importance for the year ended 31 March 2023.

Employees and Remuneration Policies

As at 31 March 2023, the Group had a total of 137 staff (including the Directors) (as at 31 March 2022: 427). Total staff cost including Directors' remuneration for the year ended 31 March 2023 amounted to approximately HK$38.0 million (for the year ended 31 March 2022: approximately HK$133.9 million). The remuneration package offered by the Group to its employees includes salaries and discretionary bonuses. In general, the Group determines employee salaries based on individual employee's qualifications, position and seniority. Employees performance will be assessed annually, which forms the basis of the Group's decisions with respect to salary increment, discretionary bonuses and promotions.

Events After the Reporting Period

The Group had no significant events after the end of the reporting period and up to the date of report.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. Tang Sze Wo (鄧仕和) ("**Mr. SW Tang**"), aged 62, is our executive Director, chairman of the Board and compliance officer. Mr. SW Tang is primarily responsible for overall planning and strategic development and financial management of the Group. He founded the Group in February 1997. Prior to this, he was employed by Shun Yip Construction Co., Limited from March 1984 to January 1994, mainly responsible for supervision and training. From January 1994 to December 1996, he was employed as a general foreman by Hongkong Macau (Holding) Limited, responsible for the management and supervision of various building development projects in Hong Kong and the PRC. He was an independent non-executive director of Keen Ocean International Holding Limited, a company listed on the Stock Exchange (stock code: 8070) from February 2016 to June 2017.

Mr. SW Tang obtained a Master of Construction Engineering and Management from the Griffith University in Australia in April 2002. He obtained a Bachelor of Science in Construction Project Management with honours from the University of Central Lancashire in June 2005. He was also awarded the Certificate in Legal Studies in July 2006 and the Diploma in Legal Studies in September 2007 from the University of Hong Kong School of Professional and Continuing Education. Mr. SW Tang was admitted as a member of the Hong Kong Institution of Engineers in May 2007 and a registered professional engineer (civil) of the Engineers Registration Board of Hong Kong in September 2008. He was appointed as a member of the Registered Contractors' Disciplinary Board Panel between June 2008 and June 2011. In January 2015, he was appointed as the vice president of The Hongkong Registered Contractors Association and the chairman of Water Supplies, a sub-group of The Hongkong Registered Contractors Association.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Lai Yung Sang (黎容生), aged 55, is our executive Director and chief executive officer. Mr. Lai is primarily responsible for general operations and construction project management of the Group. He received a Certificate in Civil Engineering from the Haking Wong Technical Institute in Hong Kong in October 1992 and a Higher Certificate in Civil Engineering from the Hong Kong Polytechnic University in October 1995. He further obtained Industrial Centre Training Certification in Metal Scaffolding from the Hong Kong Polytechnic University in January 2002 and a Certificate for Safety Supervisor from the HSE Training Centre in December 2005. He joined the Group in October 2014 as our deputy general manager primarily responsible for preparing and submissions of tenders for potential projects and was promoted as our general manager in August 2015. His employment history prior to this is set out below:

Period	Company	Position	Responsibilities
August 1988 – May 1991	Sho Bond (Hong Kong) Ltd., a company engaging in construction of waterproofing, concrete repairing and finishing works	Works supervisor	Management of project progress
July 1991 – June 1992	Shui On Civil Contractors Ltd., a company engaging in construction of submachine outfall	Assistant site administrator	Administrative support

Period	Company	Position	Responsibilities
July 1992 – March 1995	The Express Builders Co., Ltd., a company engaging in construction of formation and foundation works	Construction site engineer	Project management including the management and issuing of project process and co-ordination and meeting with sub-contractors, contractors, consultants and clients
April 1995 – March 1997	Well Technology Engineering Co., Ltd., a company engaging in construction of structural and pipe works	Site engineer	Project management including the management and issuing of project process and co-ordination and meeting with sub-contractors, contractors, consultants and clients
August 1997 to January 2003	Kin Lee Ko Construction Co., Ltd., a company engaging in construction of site formation, structural and road and drainage works	Site agent	Project management including preparation of quotations and tenders, managing and issuing of project progress, co-ordination with sub-contractors, contractors, consultants and clients
February 2003 – July 2015[(note)]	Kin Lee Civil Engineering Co., Ltd., a company engaging in construction of site formation and structural works	Site agent	Project management including preparation of quotations and tenders, managing and issuing of project progress, co-ordination and meeting with sub-contractors, contractors, consultants and clients

Note: From October 2014 to July 2015, Mr. Lai also worked with Kin Lee Civil Engineering Co., Ltd., on a part-time basis to mainly attend to any follow-up works of a completed project.

Mr. Tang Siu Tim (鄧肇添), aged 31, son of the Chairman of the Board, was appointed as executive Director and Chief Operating Officer of the Company on 28 December 2021. He joined the Group since October 2015 as our graduate engineer and was promoted as a senior engineer in January 2021. Mr. Tang is primarily responsible for general affairs and construction project management of the Group. He obtained a Bachelor of Science in Civil Engineering from the University of California, Irvine in June 2015. He further obtained a Master of Science in Civil Infrastructural Engineering and Management from the Hong Kong University of Science and Technology in November 2017. He was admitted as a graduate member of the Hong Kong Institution of Engineers in March 2016. Mr. Tang has been appointed as a committee member of the Hong Kong Building Rehabilitation Facilitation Services Limited Technical Committee from 2021 to 2026. Mr. Tang has also been appointed as the Honorary Treasurer of the Hong Kong Construction Association SME Committee and the Deputy Treasurer of the Hong Kong Construction Association Young Members Society since April 2023.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Wong Kwok Yiu Chris (王國耀), aged 64, was appointed as our independent non-executive Director on 24 January 2018. Since returning from the United Kingdom in 1992, he has been an specialist in Cardiology at the Heart Center of the Hong Kong Adventist Hospital since December 1992. Dr. Wong has been an Honorary Consultant in Cardiology of St. Paul's Hospital since 1995, where he assisted with the planning and acquisition of a new Cardiac Catheterization Laboratory with full electrophysiology capability; and of the Hong Kong Sanatorium & Hospital since January 1999. He obtained a Bachelor of Medicine and Bachelor of Surgery from the University of Glasgow in July 1983 and has been a member of the Royal Colleges of Physicians of the United Kingdom since November 1986. He was further admitted as a member of the North American Society of Pacing & Electrophysiology in 1991, and of the British Medical Association in 1992.

Dr. Wong was elected to fellowship of the Hong Kong College of Physicians and the Hong Kong Academy of Medicine in 1992 and 1993, respectively. In 1993, he was also elected to fellowship of the Hong Kong College of Cardiology, in which he had held different positions in the council including the honorary treasurer, the honorary secretary, the president elect and the president. Dr. Wong was further elected to fellowship of the Royal College of Physicians of Edinburgh in 1996; the Royal College of Physicians and Surgeons of Glasgow in September 1999, having been a member of the same since 1987; the Royal College of Physicians of London in 2002; as well as the European Society of Cardiology where he served as the Governor between 2011 and 2016 and the American College of Cardiology in 2012, respectively. Dr. Wong was a non-executive director of Aptus Holdings Limited, a company listed in the Stock Exchange (stock code: 8212) between January 2002 and August 2004. Since 2012, Dr. Wong has served as the vice-president of the New Life Psychiatric Rehabilitation Association.

Mr. Wong Choi Chak (黃在澤), aged 58, was appointed as our independent non-executive Director on 24 January 2018. Mr. Wong has worked for various listed companies for over 24 years primarily responsible for financial projection, financial control and accounting matters. Mr. Wong is currently the director in finance of China Seven Star Network Financial Management Limited on a full-time basis. He was an independent non-executive director of Keen Ocean International Holding Limited (stock code: 8070) from February 2016 to March 2019. From 1992 to 1998, he worked in Lippo Limited (stock code: 226) with his last position as the general accountant. He was the chief senior accountant in Paradise Entertainment Limited (formerly known as LifeTec Group Limited) (stock code: 1180) from June 1999 to March 2000. From March 2000 to October 2001, he was the accounting manager of Yu Tak International Holdings Limited (formerly known as Hong Kong Jewellery Holdings Limited)(stock code: 8048). He was the senior finance manager in Soundwill Holdings Limited (stock code: 878) from July 2002 to June 2003. He was also the financial controller and company secretary of De Team Company Limited (stock code: 65) from October 2003 to January 2015. He worked in China Vered Financial Holding Corporation Limited (formerly known as China Minsheng Financial Holding Corporation Limited) (stock code: 245) with his last position as the director in finance from May 2015 to December 2021. Mr. Wong obtained a bachelor's degree in Business Accounting from the University of Lincolnshire & Humberside, England in June 2000. He was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants in May 2000 and a fellow member of the Association of Chartered Certified Accountants in April 2015.

Mr. Leung Kim Hong (梁劍康), aged 43, was appointed as our independent non-executive Director on 24 January 2018. Mr. Leung was employed with the last position as a graduate engineer by Maunsell Consultants Asia Ltd. and its group companies between July 2002 and February 2007 and acted as a licensed representative of Angus Moore Limited between July 2007 and July 2008. In July 2009, he was engaged by T G Holborn (HK) Limited as a consultant and since July 2013 he worked in KGI Hong Kong Limited and its associate companies with the last position as an investment representative. He had been a full-time consultant at Target Capital Management Ltd. between December 2016 and March 2018, responsible for asset management. Mr. Leung graduated from the University of Hong Kong with a Bachelor of Engineering in Civil Engineering in December 2002 and from the Chinese University of Hong Kong with a Master of Business Administration (Weekend Mode) in November 2015. Mr. Leung was conferred by CFA Institute as a Chartered Financial Analyst in March 2013, by Global Association of Risk Professionals as a Financial Risk Manager in April 2010. He has also been a member of The Hong Kong Institution of Engineers since March 2007.

SENIOR MANAGEMENT

Our executive Directors Mr. Lai Yung Sang and Mr. Tang Siu Tim are also members of the senior management of the Group. Please refer to their biographical details set out above.

The Board is pleased to present the Corporate Governance Report of the Company for the year ended 31 March 2023.

CORPORATE GOVERNANCE PRACTICES

The Directors consider that incorporating the core elements of good corporate governance in the management structure and internal control procedures of the Group would help to balance the interest of the Shareholders, customers and employees of the Company. The Board has adopted the principles and the code provisions of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the "**CG Code**") to ensure that the Group's business activities and decision making processes are regulated in a proper and prudent manner.

During the year ended 31 March 2023, the Company has applied the principles and complied with the code provisions of the CG Code.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "**Code of Conduct**"). Having made specific enquiry of all the Directors, all of them confirmed that they had fully complied with the required standard of dealings as set out in the Code of Conduct during the year ended 31 March 2023.

BOARD OF DIRECTORS

Up to the date of this annual report, the Board comprises six Directors, including three executive Directors and three independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Tang Sze Wo (*Chairman*)
Mr. Lai Yung Sang
Mr. Tang Siu Tim

Independent non-executive Directors

Dr. Wong Kwok Yiu Chris
Mr. Wong Choi Chak
Mr. Leung Kim Hong

The biographical details of all the Directors are set out in the section "Biographical Details of Directors and Senior Management" on pages 13 to 17 of this annual report. Saved as disclosed in such section, to the best knowledge of the Company, there are no financial, business, family or other material or relevant relationships among members of the Board.

The Company is governed by the Board which has the responsibility for leadership and monitoring of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board is accountable to the Shareholders and reports to them at general meetings.

The Board sets strategies and directions for the Group's activities with a view to developing its business and enhancing Shareholders' value. The Board has delegated the daily operation and day-to-day management of the Group as well as the implementation of the Board's policies and strategies to the executive Directors and management of the Group.

Board meetings and Board practices

The Board will conduct at least four regular meetings a year. Notice of at least 14 days will be given to all Directors before convening the Board meeting. All related information will be submitted to the Directors at least three days in advance. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "**Articles**"). All minutes of the Board meetings will record in sufficient detail the matters considered by the Board and the decisions reached.

During the year ended 31 March 2023, six Board meetings were held. Details of the attendance of Directors are as follows:

Directors	Attendance/ Number of meeting(s) held
Executive Directors	
Mr. Tang Sze Wo	6/6
Mr. Lai Yung Sang	6/6
Mr. Tang Siu Tim	6/6
Independent non-executive Directors	
Dr. Wong Kwok Yiu Chris	6/6
Mr. Wong Choi Chak	6/6
Mr. Leung Kim Hong	5/6

During the Board meeting held on 29 June 2023, the senior management of the Company provided each Director with timely information regarding the business activities and developments of the Company and met with independent non-executive Directors to seek their views on the business development and operational matters of the Company. The senior management of the Company also provided a confirmation to the Board on the effectiveness of the Company's risk management and internal control systems.

Appointment and re-election of Directors

The current Articles provide that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Under the code provision B.2.2 of the CG Code, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Each of the executive Directors and independent non-executive Directors has entered into a services contract or an appointment letter with the Company respectively. The services contract of each of the executive Directors is for an initial term of three years, which may be terminated by not less than three months' notice in writing served by either party on the other. The appointment letter of each of the independent non-executive Directors is for an initial term of two years, which may be terminated by not less than one month's notice in writing served by either party on the other. The aforesaid services contracts or appointment letters are subject to termination provisions therein and the retirement and re-election provisions in the Articles.

Continuing professional development

According to the code provision C.1.4 of the CG Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

During the year ended 31 March 2023, each of the Directors, namely Mr. Tang Sze Wo, Mr. Lai Yung Sang, Mr. Tang Siu Tim, Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong, received from the Company from time to time the updates on laws, rules and regulations which might be relevant to their roles, duties and functions as director of a listed company.

All Directors, namely Mr. Tang Sze Wo, Mr. Lai Yung Sang, Mr. Tang Siu Tim, Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong, have been updated with the latest developments regarding the GEM Listing Rules and other applicable regulatory requirement to ensure compliance and enhance their awareness of good corporate governance practices during the year ended 31 March 2023. In addition, continuing briefing and professional development to Directors will be arranged whenever necessary. Records of training of each Director for the year ended 31 March 2023 were kept by the Company.

Independent non-executive Directors

During the year ended 31 March 2023, the Company has three independent non-executive Directors, representing more than one-third of the Board, in compliance with Rules 5.05(1) and 5.05A of the GEM Listing Rules. Furthermore, among the three independent non-executive Directors, Mr. Wong Choi Chak has appropriate professional qualifications or accounting or related financial management expertise as required by Rule 5.05(2) of the GEM Listing Rules.

In accordance to Rule 5.09 of the GEM Listing Rules, the Company has received from each of its independent non-executive Directors the written annual confirmation of his independence. The Company, based on such confirmations, considers Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong to be independent.

Chairman and chief executive

In accordance to the code provision C.2.1 of the CG Code, the roles of the chairman and the chief executive should be separate and should not be performed by the same individual. Currently, Mr. Tang Sze Wo, the chairman of the Board, is responsible for overall planning and strategic development and financial management of the Group. Mr. Lai Yung Sang, the chief executive officer of the Company, is responsible for general operations and construction project management of the Group.

Independent Views and Input

The Company recognises that independence on the Board is a key element of good corporate governance. The Company has established mechanisms to ensure independent views and input are available to the Board for enhancing objective and effective decision-making. These mechanisms in place are subject to annual review by the Board, including without limitation:

(a) the Nomination Committee will assess the independence, qualification and time commitment of a candidate who is nominated to be a new independent non-executive director before appointment and also the continued independence of the independent non-executive Directors and their time commitments annually;

(b) the Nomination Committee will conduct performance evaluation of the independent non-executive Directors annually to assess their contributions;

(c) the independent non-executive Directors can express their views in an open, candid as well as confidential manner, should circumstances require, through formal and informal channels, including meetings with the Chairman of the Company without the presence of the other Directors to discuss any major issues and concerns, dedicated meeting sessions with the Chairman of the Company and interaction with management and other Board members including the Chairman of the Company outside the boardroom; and

(d) Directors may, upon reasonable request to the Chairman, seek independent professional advice in appropriate circumstances, at the reasonable expense of the Company to assist them to perform their duties to the Company.

The Board has conducted an annual review of the implementation and effectiveness of these mechanisms and considered they are in place and are effective.

BOARD COMMITTEES

To assist the Board in its work, the Board is assisted by four Board committees, namely the audit committee, the remuneration committee, the nomination committee and the risk management committee, which are sufficiently resourced to fulfil their roles and their terms of reference have been approved by the Board and are available for viewing on the Company's website *(www.smcl.com.hk)* and the Stock Exchange's website *(www.hkexnews.hk)*.

Audit Committee

The Board has established an audit committee (the "**Audit Committee**") on 24 January 2018, which operates under terms of reference approved by the Board. The primary duties of the Audit Committee are, among other things, to assist the Board by providing an independent view of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process, to develop and review the policies of the Group, and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Wong Choi Chak, Dr. Wong Kwok Yiu Chris and Mr. Leung Kim Hong. Mr. Wong Choi Chak, who has the appropriate accounting and financial management expertise as required under Rule 5.05(2) of the GEM Listing Rules, is the chairman of the Audit Committee.

According to the current terms of reference of the Audit Committee, meetings of the Audit Committee shall be held at least twice a year.

Seven Audit Committee meetings were held during the year ended 31 March 2023. The Audit Committee has reviewed the internal audit report submitted by the independent internal control adviser. The Audit Committee has also reviewed the adequacy of resources, qualification and experience of staff of the Group's accounting, internal audit and financial reporting function and their training programmes and budget, and has reviewed the first quarterly results for the three-month period ended 30 June 2022, the interim results for the six-month period ended 30 September 2022 and the third quarterly results for the nine-month period ended 31 December 2022. The Audit Committee has reviewed the audited annual results of the Group for the year ended 31 March 2023 and considered that the Company had complied with all applicable accounting standards, the GEM Listing Rules and the statutory requirements and that adequate disclosure have been made in this annual report, and has reviewed the remuneration of the auditor for the year ended 31 March 2023 and has recommended the Board to re-appoint Confucius International CPA Limited as the auditor of the Company for the year ending 31 March 2024, subject to approval by the Shareholders at the forthcoming annual general meeting expected to be held on 22 August 2023. The Audit Committee has also reviewed the Company's financial controls, internal control and risk management systems, and recommended the Board on risk management and internal control matters. The Audit Committee has also reviewed and monitored corporate governance functions as stipulated in code provision A.2.1 of the CG Code with delegated responsibility from the Board. The attendance record of each member of the Audit Committee meeting is set out as follows:

Members	Attendance/ Number of meeting(s) held
Mr. Wong Choi Chak *(Chairman)*	7/7
Dr. Wong Kwok Yiu Chris	7/7
Mr. Leung Kim Hong	6/7

In the opinion of the Audit Committee, as the Company has appointed an independent internal control adviser to review the Group's risk management and internal control systems, the internal audit function of the Company remains effective during the year ended 31 March 2023.

Corporate governance function

The Board has delegated the functions of corporate governance to the Audit Committee with terms of reference as set out in code provision A.2.1 of the CG Code. The aforesaid duties include:

(a) to develop and review the Company's policies and practice on corporate governance and make recommendations to the Board;

(b) to review and monitor the training and continuous professional development of Directors and senior management of the Company;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Company; and

(e) to review the Company's compliance with the CG Code and disclosure in the Corporate Governance Report of the Company.

Remuneration committee

The Board has established a remuneration committee (the "**Remuneration Committee**") on 24 January 2018, which operates under terms of reference approved by the Board. The primary duties of the Remuneration Committee include (but without limitation): (i) making recommendations to the Directors regarding our policy and structure for the remuneration of all of the Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing remuneration policies; (ii) making recommendations to the Board on the remuneration packages of the Directors and senior management of the Company; (iii) reviewing and approving the management's remuneration proposals with reference to the Company's corporate goals and objectives; (iv) considering and approving the grant of share options to eligible participants pursuant to the share option scheme of the Company and (v) reviewing and/or approving matters relating to share schemes under Chapter 23 of the GEM Listing Rules.

The Remuneration Committee currently comprises three independent non-executive Directors, namely Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak and Mr. Leung Kim Hong. Dr. Wong Kwok Yiu Chris is the chairman of the Remuneration Committee.

One Remuneration Committee meeting was held during the year ended 31 March 2023. The Remuneration Committee has reviewed the Company's remuneration policies, the remuneration packages of all executive Directors and senior management of the Company and has recommended the remuneration of the independent of non-executive Directors to the Board. In the opinion of the Remuneration Committee, the remuneration payable to all executive Directors and the senior management of the Company is in accordance with the terms of the services contracts and such remuneration is fair and reasonable. No matters relating to share schemes under Chapter 23 of the GEM Listing Rules were required to be reviewed or approved by the Remuneration Committee during the year ended 31 March 2023. Details of the attendance of the members of the Remuneration Committee meetings are as follows:

Members	**Attendance/ Number of meeting(s) held**
Dr. Wong Kwok Yiu Chris *(Chairman)*	1/1
Mr. Wong Choi Chak	1/1
Mr. Leung Kim Hong	1/1

Remuneration of senior management

The remuneration of the members of the senior management of the Company, all being Directors, by band for the year ended 31 March 2023 is set out below:

	Number of Individuals	
Remuneration bands	**2023**	2022
Nil to HK$1,000,000	**1**	1
HK$1,000,001 to HK$1,500,000	**1**	3

Further particulars regarding Directors' remuneration and the five highest paid employees are set out in note 11 to the consolidated financial statements.

Remuneration policy

The remuneration policy of the Group for the Directors and senior management members of the Company was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and senior management members of the Company.

Nomination committee

The Board has established a nomination committee (the "**Nomination Committee**") on 24 January 2018, which operates under terms of reference approved by the Board. The primary function of the Nomination Committee is to make recommendations to the Board on the appointment of members of the Board.

The Nomination Committee currently comprises three independent non-executive Directors, namely Mr. Leung Kim Hong, Dr. Wong Kwok Yiu Chris and Mr. Wong Choi Chak. Mr. Leung Kim Hong is the chairman of the Nomination Committee.

One Nomination Committee meeting was held during the year ended 31 March 2023. The Nomination Committee has reviewed the structure, size and composition of the Board and board diversity policy as well as discussing matters regarding the retirement and re-election of Directors. The Nomination Committee has also assessed the independence of independent non-executive Directors, and has reviewed the composition of the Board committees. Details of the attendance of the members of the Nomination Committee meetings are as follows:

Members	**Attendance/ Number of meeting(s) held**
Mr. Leung Kim Hong *(Chairman)*	1/1
Dr. Wong Kwok Yiu Chris	1/1
Mr. Wong Choi Chak	1/1

Policy for nomination of Directors

The Company has adopted a nomination policy, details of which are disclosed as follows:

Objectives

The Nomination Committee assists the Board in making recommendations to the Board on the appointment of Directors, and succession planning for Directors.

The policy provides the key selection criteria and principles of the Nomination Committee in making any such recommendations.

Selection criteria

The Nomination Committee shall consider the following factors, which are not exhaustive and the Board has discretion if it considers appropriate, in assessing the suitability of the proposed candidate regarding the appointment of Directors or re-appointment of any existing Board member(s):-

(a) reputation for integrity;

(b) accomplishment, experience and reputation in the business and industry;

(c) commitment in respect of sufficient time, interest and attention to the businesses of the Company and its subsidiaries;

(d) diversity in all aspects, including but not limited to gender, age, cultural/educational and professional background, skills, knowledge and experience;

(e) compliance with the criteria of independence, in case for the appointment of an independent non-executive Director, as prescribed under Rule 5.09 of the GEM Listing Rules; and

(f) any other relevant factors as may be determined by the Nomination Committee or the Board from time to time as appropriate. The appointment of any proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Articles and other applicable rules and regulations.

Based on the Nomination Committee's review for the year ended 31 March 2023, the Nomination Committee considers that the above measurable objectives of the Nomination Policy have been satisfactorily implemented and that there is sufficient diversity in the Board for the Company's corporate governance and business development needs. Details on the Directors are set out in the section headed "Biographical Details of Directors" of this annual report.

Nomination procedures

The proposed candidates will be asked to submit the necessary personal information in a prescribed form by the Nomination Committee.

The secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee.

For the appointment of any proposed candidate to the Board, the Nomination Committee shall undertake adequate due diligence in respect of such individual and make recommendations for the Board's consideration and approval.

For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election of the Directors at a general meeting.

If a Shareholder wants to propose a candidate to the Board for consideration, he/she shall refer to the "Procedures for a Shareholder to Propose a Person for Election as a Director", which is available on the Company's website.

The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

Risk management committee

The Board has established a risk management committee (the "**Risk Management Committee**") on 24 January 2018 to review the general goals and fundamental policies of the risk and compliance management, internal control and risk management of the Group and internal audit functions of the Company and made recommendations to the Board on the same.

The Risk Management Committee currently comprises four members, namely Mr. Wong Choi Chak (independent non-executive Director), Mr. Tang Sze Wo (executive Director), Dr. Wong Kwok Yiu Chris (independent non-executive Director) and Mr. Leung Kim Hong (independent non-executive Director). Mr. Wong Choi Chak is the chairman of the Risk Management Committee.

One Risk Management Committee meeting was held during the year ended 31 March 2023. The Risk Management Committee has reviewed the risk management policy and the Company's internal control and risk management systems, and recommended to the Board on risk management and internal control matters. The Risk Management Committee has also reviewed the adequacy of resources, qualification and experience of staff of the Company's internal audit function. In the opinion of the Risk Management Committee, as the Company has appointed the independent internal control adviser to review the Group's risk management and internal control systems, the internal audit function of the Company remains effective during the year ended 31 March 2023. Details of the attendance of the members of the Risk Management Committee meeting are as follows:

Members	**Attendance/ Number of meeting(s) held**
Mr. Wong Choi Chak *(Chairman)*	1/1
Mr. Tang Sze Wo	1/1
Dr. Wong Kwok Yiu Chris	1/1
Mr. Leung Kim Hong	1/1

ACCOUNTABILITY AND AUDIT

Directors' and auditor's responsibilities for the consolidated financial statements

All Directors acknowledge their responsibility to prepare the Group's consolidated financial statements for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the year ended 31 March 2023, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements of the Group on a going concern basis.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report of this annual report.

The Directors continue to adopt the going concern approach in preparing the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Auditor's remuneration

During the year ended 31 March 2023, the remuneration paid or payable to the Company's auditor in respect of their audit and non-audit services was as follows:

	HK$'000
Audit service	2,000

No non-audit service was rendered by the Company's auditor during the year ended 31 March 2023.

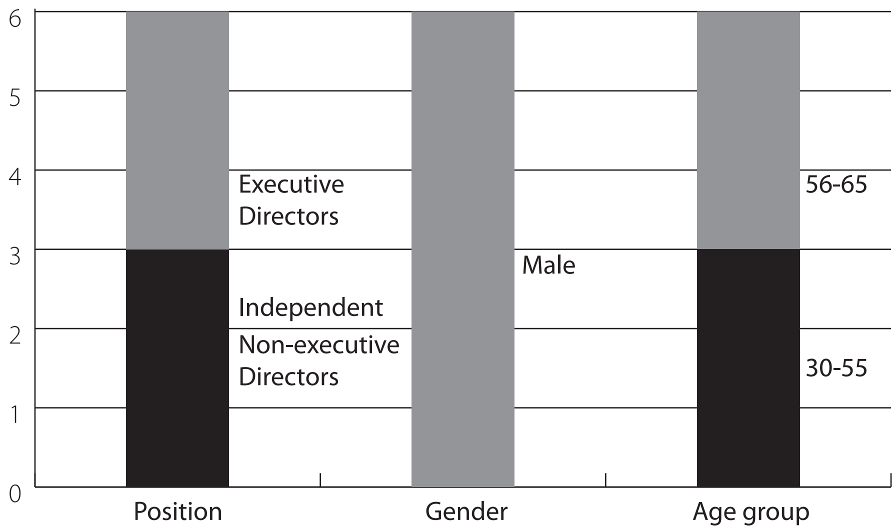
BOARD DIVERSITY POLICY

In accordance with the latest amendment and requirements of the CG Code in Appendix 15 to the GEM Listing Rules, the Company has adopted a board diversity policy which sets out the approach to achieve diversity of the Board. The Board recognised the importance of having a diverse Board and embraces the benefits of having a diverse Board to attain its strategic objectives and its sustainable development. The policy is summarized as below:

The board diversity policy of the Company (the "**Policy**") specifies that in designing the composition the Board, Board diversity shall be considered from a number of aspects, including but not limited to age, cultural and educational background, professional experience, skills and knowledge. All Board members' appointment will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity of the Board. Selection of candidates for the Board will be based on a range of diversity perspectives, including but not limited to gender, age, culture, ethnicity and educational background, professional experience, knowledge and skills.

The Nomination Committee will disclose the composition of the Board in Corporate Governance Report every year and supervise the implementation of the Policy. The Nomination Committee will review the Policy annually to ensure the effectiveness of the Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As at the date of this annual report, the diversity profile of the Board is illustrated as below. Further details on the biographies and experience of the Directors are set out on page 13 to page 17 of this annual report.



The Nomination Committee has reviewed the members, structure and composition of the Board, and is of the opinion that the Board had a rational structure and an appropriate mix of skills, experience and diversity, that are relevant to the Company's strategies, business and governance, to enable the Company to maintain a high standard operation during the year ended 31 March 2023.

Measurable Objectives

The Board has set and review the measurable objectives for implementing the board diversity policy for the year ended 31 March 2023 as follows:

(i) ensuring that there is no limitation on gender on selection of Directors;

(ii) inclusion of candidates for Board members with working experience in other industries; and

(iii) inclusion of candidates for Board members with knowledge and skills in different aspects.

Based on the Nomination Committee's review for the year ended 31 March 2023, the Nomination Committee considers that the above measurable objectives of the Policy have been satisfactorily implemented and that there is sufficient diversity in the Board for the Company's corporate governance and business development needs. Details on the Directors are set out in the section headed "Biographical Details of Directors" of this annual report.

Gender Diversity

Given that currently all members of the Board are male, the Board has set down its target to appoint at least one female Board member no later than 31 December 2024 as part of its effort to ensure that there is an appropriate level of gender diversity on the Board on an ongoing basis. The Group will actively identify female individuals suitably qualified to become its Board members. The Group will continue to ensure that there is gender diversity in employee recruitment at intermediate to senior levels and implement comprehensive programmes aimed at identifying and training female employees who display leadership and potential, so as to develop a pipeline of potential successors to the Board.

The gender ratio of the workforce (including senior management) of the Group as at 31 March 2023 is set out on page 75 of the Environmental, Social and Governance Report of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

OVERVIEW

The Board acknowledges its responsibility to maintain an appropriate and effective risk management and internal control systems of the Group in order to drive the achievement of strategic objectives and sustainability, as well as to safeguard the Group's assets and the shareholder's value.

The Group has established a risk management policy with reference to the Internal Control – Integrated Framework released by the Committee of Sponsoring Organisations of the Treadway Commission to govern the risk management and internal control systems of the Group. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

Roles and responsibilities, risk management and internal control review processes are well-defined in the risk management policy.

Roles and responsibilities

In order to build up risk awareness and control responsibility of every employee, roles and responsibilities over the risk management function and internal control system are specified.

The Board is responsible to oversee and conduct an annual review on the effectiveness of risk management and internal control systems. Audit Committee provides the Board its independent view on the effectiveness of risk management and internal control systems on an annual basis, after taking into account the independent and internal assessment result provided by independent internal control adviser and Risk Management Committee, respectively. Risk Management Committee assists the Board and Audit Committee to monitor significant risk exposures and to review the assessment result on the effectiveness of risk management and control activities.

The Group's department heads and employees perform risk management and control activities in accordance with the established internal policies and guidelines. Any material risk identified and the relevant action plans recommended are reported to senior management of the Company for assessment and update in risk register. As the communication channel between staff at operational level and those charged with governance, senior management of the Company is responsible to monitor the risk management and control activities and provide guidance to the Group's department heads and employees, as well as to report to Risk Management Committee in relation to the assessment result on effectiveness of risk management and control activities.

Risk management and internal control review processes

Risk management and internal control review processes of the Group are divided into 4 core stages stated as follows:

- *Risk identification*
  Factors and conditions which cause risks hindering the achievement of business objectives are identified and categorised into 4 types of risks: strategic, financial, operational and compliance.

- *Risk assessment*
  Risk assessment consists of 2 major processes: risk analysis and risk treatment. During the process of risk analysis, the likelihood of occurrences and the severity of potential impact of risks identified are assessed as high, medium or low levels. Risks are prioritised based on the risk rating scores arriving from combination of the likelihood and impact levels of risks. After considering the risk prioritisation result, risk appetite and cost and benefit analysis, risk treatment methods including avoidance, control, transfer and acceptance can be selected to handle risks at different levels.

- *Risk control activities*
  Control activities are designed to cope with risks identified after deciding the risk treatment methods. Roles and responsibilities, workflows and control measures are stipulated in a diverse range of written policies and procedures to guide control activities of the management and staff concerned. Risk register is maintained to record the risks and the relevant control measures.

  Certain significant risks identified during the reporting period and the relevant risk mitigation plans are shown as below:

  (i) The Group's civil engineering construction works generate certain pollutions and may cause a wide variety of occupational health and safety ("**OHS**") hazards such as personal injuries or fatal accidents. To cope with the risks, the Group adopts an environmental management system, and an occupational health and safety management system, which have been certified in compliance with the standards required under ISO 14001:2015 and OHSAS 18001:2007, respectively. Procedures and measures on environmental protection and OHS are clearly specified in the Group's policies, manuals and plans. Monitoring on the strict compliance and implementation by both employees and subcontractors are performed by environmental and safety supervisors.

  Especially for mitigating health and safety issues on construction sites, the Group has implemented the following additional measures:

  a. Certain technological innovation has been introduced and applied in the construction projects to enhance the health and safety on construction sites:

     - A construction safety detection platform "viAct", which connects AI surveillance technology to all surveillance cameras in the site, was set up for the purpose of monitoring safety of construction site and workers on a real time and wide-angel basis;

     - Site supervisor can monitor the real-time health, safety and location of workers remotely through the data transferred through the Cloud when the workers are wearing safety helmets with built-in sensors and GPS functions; and

     - Proximity Safety Alarm System was installed in the vehicles and machines on construction sites as appropriate. A sensor in the operation cabin of the vehicle/machine will trigger an alarm to alert the operator to stop the vehicle/machine when someone approaches.

  b. An external professional party specialised in site health and safety has been engaged to oversee the health and safety issues of Group's projects. Any risks or issues identified would be communicated with the Group's management and handled timely to implement remedial actions.

(ii) The Group places heavy reliance on a few number of major customers and a few number of projects. There is no assurance that the Group is able to secure new projects from existing customers or seek cooperation with new customers. To minimise the risks, the Group strives to enhance its competitiveness by expanding its project team with high competence and qualification, keeping its site equipment in low average age, high efficiency and advanced functionality, acquisition of new and adequate site equipment continuously, maintaining a long-term good relationship with customers, subcontractors and suppliers, seeking to upgrade the Group's site formation works, and roads and drainage works under public works licences, keeping an eye on the infrastructure policy implemented by the Government, and proactively seek potential projects from both public and private sectors. During the third quarter of the current reporting period, a tender department has been established to streamline the internal tendering process with the aim of providing the management with more accurate cost estimation and appropriate contract terms for tendering of private and public construction projects.

(iii) The Group engages subcontractors and suppliers to provide subcontracting works, and construction materials and site equipment, respectively. The availability, performance, qualification and legal compliance of the subcontractors and suppliers directly affect the result of the Group's projects. To mitigate the risks, the Group establishes internal procedures on assessment, review and monitoring of its subcontractors and suppliers. On-site inspection and monitoring are carried out to track the work progress and supervise quality of sub-contracting works and functionality of site equipment.

(iv) There were a number of amendments to Chapter 17 and Appendix 20 of the GEM Listing Rules in December 2019 in relation to the Environmental, Social and Governance Reports, which is applicable for the financial years commencing on or after 1 July 2020. Relevant training has been provided in advance to the Directors. The Group has assessed the impacts of the amendments, and have gathered the relevant data and information to cope with the amendments in the current reporting period ended 31 March 2023 for the preparation of Environmental, Social and Governance Report.

(v) Since the COVID-19 has severely hit the local economy continuously during the reporting period, the Group has deployed certain measures to safeguard the employees of the Group and to minimise the disruptions to the Group's daily operations as follows:

a. Instructions and reminders are provided to employees to strictly adhere the quarantine measures and social distancing restrictions tightened by the Government;

b. Office employees can work from home on a rotating basis;

c. The Group provides adequate personal protective equipment to employees. Guidance on maintaining a safety and hygienic working environment is communicated with employees, including wearing mask in office premise and site, and making proper use of alcohol-based handrub, etc,; and

d. Instruction has been provided to project managers to closely monitor the health of workers and review the progress of the construction work.

(vi) There are certain material uncertainties related to going concern of the Group, including the loss of approximately HK$26,772,000 for the year ended 31 March 2023, and therefore the uncertainty on the amount to be realized by the Group within twelve months after the end of the reporting date. To improve the Group's liquidity and financial position, the management has taken and/or will take the following measures: (i) The Group is taking measures to tighten cost controls over various operating costs and expenses with the aim to attain profitable and positive cash flow operation; and (ii) The substantial shareholder agreed to provide adequate financial support to enable the Group to meet in full its financial obligations as they fall due for the next twelve months.

- *Supervision and reporting*
  Internal assessment on the effectiveness of risk management and control activities are carried out by employees at operational level and monitored by senior management of the Company. The result of assessment, including the identification of weaknesses and improvement areas and the suggested remedial action plans, is reported to Risk Management Committee for review.

  An independent review on the effectiveness of risk management and internal control systems is conducted by an independent internal control adviser. Appropriate remedial action plans are developed timely to rectify weaknesses and risks identified during the independent assessment.

  Both results of internal and independent assessments are submitted to Audit Committee and the Board for evaluation on the effectiveness of risk management and internal control systems.

  Timeline on completion of remedial actions and the responsible parties are provided in the remedial action plans. Follow-up on the remediation status is monitored by senior management of the Company.

INSIDE INFORMATION CONTROL

To comply with its obligations under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the GEM Listing Rules, the Company has established an internal policy to govern the procedures and internal controls for the handling and dissemination of inside information with reference to the "Guidelines on Disclosure of Inside Information" issued by the Securities and Futures Commission.

To prohibit mishandling of inside information, the Group assigns the roles and responsibilities on handling and management of information with different nature to appropriate personnel. All employees are required to follow the code of conduct in staff handbook to prevent unauthorised use, discussion, sharing and disclosure of unpublished information. In addition, all Board members who are aware of or privy to inside information are bound by the code of conduct regarding securities transactions. Confidentiality of information is maintained through certain ways including dissemination of information to specified personnel on a need-to-know basis, entering into confidentiality agreements for significant negotiations or when it is necessary to provide inside information to external professional parties, and review of all presentation materials in advance before releasing to media and analysts.

The Group's identification, analysis, review and reporting process of inside information are set up in the internal policy to guide the handling and dissemination of inside information. For any potential inside information which comes to the attention of one or more of its officer, it is escalated promptly, timely and on a structured flow to the Board for review and matching against the sensitivity list to decide and approve if it is inside information which requires disclosure. Inside information is disseminated to the public as soon as reasonably practicable in an equal and timely manner.

ASSESSMENT ON EFFECTIVENESS OF RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board has conducted an annual review on the continuous effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls for the year ended 31 March 2023. The Board is of the opinion that the Group's risk assessment and internal control systems were adequate and effective after its annual review on the followings aspects:

- the result of the internal assessment conducted by employees and senior management of the Company;

- the internal audit report issued by the independent internal control adviser;

- the changes in the nature and extent of significant risks, and the Group's ability to respond to changes in its business and the external environment;

- the scope and quality of management's ongoing monitoring of risks and of the internal control systems;

- the extent and frequency of communication of monitoring results, which enables the Board, Audit Committee and Risk Management Committee to assess control of the Group and the effectiveness of risk management;

- the significant control failings or weaknesses that have been identified during the year, and the extent to which they have resulted in unforeseen outcomes or contingencies that have had, could have had, or may in the future have, a material impact on the Group's financial performance or condition;

- the effectiveness of the Group's processes for financial reporting and compliance with the GEM Listing Rule; and

- the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting functions.

The Board has performed the annual review on the need for an internal audit function in the reporting period. In view of the fact that the business operation of the Group is not multinational, diversified and complicated, roles and responsibilities taken up by Risk Management Committee and the independent internal control adviser are considered appropriate and cost-effective to take the place of an internal audit function in carrying out the analysis and independent appraisal of the adequacy and effectiveness of the risk management and internal control systems.

GENERAL MEETING

During the year ended 31 March 2023, the Company held an annual general meeting on 25 November 2022 (the "**2022 AGM**") and below is the attendance of each Director:

	Attendance/ No. of Meeting
Executive Directors	
Mr. Tang Sze Wo	1/1
Mr. Lai Yung Sang	1/1
Mr. Tang Siu Tim	1/1
Independent non-executive Directors	
Dr. Wong Kwok Yiu Chris	1/1
Mr. Wong Choi Chak	1/1
Mr. Leung Kim Hong	1/1

The 2022 AGM provided an ideal chance for communication between the Board and the Shareholders. The chairman of the Board and the Audit Committee and the external auditor were all present at the 2022 AGM to answer Shareholders' inquiries.

INVESTORS RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company has established a range of communication channels between itself and its Shareholders, investors and other stakeholders. These include (i) the publication of quarterly, interim and annual reports; (ii) the annual general meeting or extraordinary general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated and key information of the Group available on the websites of GEM and the Company; (iv) the Company's website offering communication channel between the Company and its Shareholders and investors; and (v) the Company's branch share registrar in Hong Kong serving the Shareholders in respect of all share registration matters.

The Company aims to provide its Shareholders and investors with high standards of disclosure and financial transparency. The Board is committed to provide clear, detailed, timely manner and on a regular basis information of the Group to Shareholders through the publication of quarterly, interim and annual reports and/or dispatching circulars, notices, and other announcements.

The Company strives to take into consideration its Shareholders' views and inputs, and address Shareholders' concerns. Shareholders are encouraged to attend the annual general meeting for which at least 20 clear business days' notice shall be given. The chairman of the Board as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence, the Directors are available to answer Shareholders' questions on the Group's businesses at the general meeting. To comply with code provision F.2.2 of the CG Code, the management will ensure the external auditor to attend the annual general meeting to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor independence.

Right to convene extraordinary general meeting
All Shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for consideration by Shareholders. According to article 58 of the Articles, one or more Shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings can call for an extraordinary general meeting. Such requisition shall be made in writing to the Board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition.

Procedures for proposing a person for election as a Director
If a Shareholder wishes to propose a person (the "**Candidate**") for election as a Director of the Company at a general meeting, he/she shall deposit a written notice (the "**Written Notice**") to the office of the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or the principal place of business of the Company in Hong Kong at Office D, 27/F The Globe, No. 79 Wing Hong Street, Kowloon, Hong Kong.

The Written Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules; and (ii) must be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected as a Director.

The period for lodgment of the Written Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

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 to the principal place of business of the Company in Hong Kong for the attention of the company secretary with details as follows:

Address	:	Office D, 27/F The Globe, No. 79 Wing Hong Street, Kowloon, Hong Kong
Fax	:	2473 3036
Email	:	info@smcl.com.hk

Right to Put Forward Proposals at General Meetings
There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised). However, Shareholders who wish to propose resolutions may follow article 58 of the Articles for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of article 58 of the Articles are set out above.

In order to promote effective communication, the Company also maintains website *(www.smcl.com.hk)* which includes the latest information relating to the Group and its businesses.

Share registration matters shall be handled for the Shareholders by the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

The Board has reviewed the implementation and effectiveness of the Shareholders communication policy of the Company. The Board is of the view that the Shareholders communication policy was adequate and effective during the year ended 31 March 2023, having considered the communication channels in place to provide the Shareholders and the investor community with information about the latest development of the Group in a timely manner, and the various communication channels established by the Company between itself and its Shareholders, investors and other stakeholders to allow the Company to receive feedback effectively.

COMPANY SECRETARY

The Company engages Ms. Lo Eraine, the senior consultant of Hexacubic Consulting Limited, which is an external service provider, as its company secretary. Ms. Lo is an associate member of both The Chartered Governance Institute in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Her primary contact at the Company is Mr. Tang Siu Tim, executive director and chief operating officer of the Company.

During the year ended 31 March 2023, Ms. Lo has taken no less than 15 hours of relevant professional trainings to update her skills and knowledge in compliance with Rule 5.15 of the GEM Listing Rules.

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENTS

There were no significant changes in the constitutional documents of the Company for the year ended 31 March 2023.

REPORT OF THE DIRECTORS

The Directors submit herewith their report together with the audited consolidated financial statements of the Group for the year ended 31 March 2023.

Corporate reorganisation and placing

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act of the Cayman Island (the "**Companies Act**") on 31 May 2017. Pursuant to a reorganisation to rationalise the group structure in preparation for the listing of the issued ordinary shares of HK$0.01 each in the capital of the Company on the GEM, the Company became the holding company of the Group. Details of the Reorganisation are set out in the Prospectus. The Company's Shares have been listed on GEM since 12 February 2018.

Principal places of business

The Company is a limited liability company incorporated in the Cayman Islands and its principal place of business is Office D, 27/F The Globe, No. 79 Wing Hong Street, Kowloon, Hong Kong.

Principal activities

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries of the Company are set out in note 38 to the consolidated financial statements.

Business review

A fair review of the Group's business during the year is provided in the Management Discussion and Analysis section on pages 7 to 12 of this annual report. Description of principal risks and uncertainties that the Group may be facing can be found in the Risk Management and Internal Control Systems section on pages 30 to 36 of the Corporate Governance Report in this annual report. Also, the financial risk management objectives and policies of the Group can be found in note 31 to the consolidated financial statements. The Group does not have any significant events since the end of reporting period and as at the date of this annual report. A summary of the results and of the assets and liabilities of the Group's Financial Highlights on page 5 of this annual report. In addition, discussions on the Group's environmental policies, relationships with its key stakeholders and compliance with relevant laws and regulations which have a significant impact on the Group are all contained in the Environmental, Social and Governance Report section on pages 60 to 77 of this annual report. The probable future business development of the Company is discussed in the paragraph headed "Prospect" in the Management Discussion and Analysis section on page 9 of this annual report.

Results

The results of the Group for the financial year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 84 of this annual report.

Dividend

The Board does not recommend the payment of a final dividend for the year ended 31 March 2023.

Dividend policy

The Company has adopted a dividend policy (the "**Dividend Policy**"), details of which are disclosed as follows:

In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its Shareholder value.

The Company does not have any pre-determined dividend payout ratio.

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles and all applicable laws and regulations and the factors set out below.

The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends:

- operating and financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- taxation considerations;
- interim dividend paid, if any;
- capital requirements and expenditure plans;
- interests of Shareholders;
- statutory and regulatory restrictions;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:

- interim dividend;
- final dividend;
- special dividend; and
- any distribution of net profits that the Board may deem appropriate.

Any final dividend for a financial year will be subject to Shareholders' approval.

The Company may declare and pay dividends by way of cash or by other means that the Board considers appropriate.

Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles.

Annual general meeting

The forthcoming annual general meeting of the Company (the "**Annual General Meeting**") is scheduled to be held on Tuesday, 22 August 2023. A notice convening the Annual General Meeting will be issued and dispatched to Shareholders in due course.

The register of members of the Company will be closed from Thursday, 17 August 2023 to Tuesday, 22 August 2023 (both dates inclusive) during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant Share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 16 August 2023.

Deed of non-competition

A deed of non-competition (the "**Deed of Non-competition**") dated 24 January 2018 was entered into by Chrysler Investments Limited, a limited liability company incorporated in the British Virgin Islands ("**BVI**"), and Mr. Tang Sze Wo in favour of the Company (for the Company and for the benefit of its subsidiaries) regarding non-competition undertakings. Pursuant to the Deed of Non-competition, each controlling Shareholder of the Company (the "**Controlling Shareholder(s)**") has undertaken to the Company (for itself and for the benefit of its subsidiaries) that with effect from the Listing Date and for so long as the Shares remain listed on the Stock Exchange and (i) our Controlling Shareholders individually or collectively with their close associates are, directly or indirectly, interested in not less than 30% of our Shares in issue; or (ii) the relevant Controlling Shareholder remains as our executive Director, each of our Controlling Shareholders shall, and shall procure that its/his respective close associates shall, except where our Controlling Shareholders hold less than 5% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange) which is engaged in any business that is or may be in competition with any business engaged by any member of the Group:

(a) not directly or indirectly engage, participate or hold any right or interest in or render any services to or otherwise be involved in any business in competition with or likely to be in competition with the existing business activities of the Group or any business activities which the Group may undertake in the future;

(b) not take any direct or indirect action which constitutes an interference with or a disruption to the business activities of the Group including, but not limited to, solicitation of customers, suppliers and staff of the Group;

(c) keep our Board informed of any matter of potential conflicts of interests between the relevant Controlling Shareholders (including its/his close associates) and the Group, in particular, a transaction between any of the relevant Controlling Shareholders (including its/his close associates) and the Group; and

(d) provide as soon as practicable upon our Company's request a written confirmation in respect of compliance by it with the terms of the Deed of Non-Competition and their respective consent to the inclusion of such confirmation in our Company's annual report and all such information as may be reasonably requested by our Company for its review.

In addition, each of our Controlling Shareholders hereby irrevocably and unconditionally, undertakes that if any new business opportunity relating to any products and/or services of the Group (the "**Business Opportunity**") is made available to it/him or its/his close associates (other than members of the Group), he/it will direct or procure the relevant close associate to direct such Business Opportunity to the Group with such required information to enable the Group to evaluate the merits of the Business Opportunity. The relevant Controlling Shareholders shall provide or procure its/ his close associates to provide all such reasonable assistance to enable the Group to secure the Business Opportunity. If he/it (or his/its close associates) plans to participate or engage in any new activities or new business which may, directly or indirectly, compete with the existing business activities of the Group, he/it shall give our Company a first right of refusal to participate or engage in the Business Opportunity and will not participate or engage in these activities unless with the prior written consent of our Company. None of our Controlling Shareholders and their respective close associates (other than members of the Group) will pursue the Business Opportunity until the Group decides not to pursue the Business Opportunity because of commercial reasons. Any decision of our Company will have to be approved by our independent non-executive Directors taking into consideration the prevailing business and financial resources of the Group, the financial resources required for the Business Opportunity and, where necessary, any expert opinion on the commercial viability of the Business Opportunity.

Each of our Controlling Shareholders further irrevocably and unconditionally undertakes that he/ it will (i) provide to the Group all information necessary for the enforcement of the undertakings contained in the Deed of Non-Competition; and (ii) confirm to our Company on an annual basis as to whether he/it has complied with such undertakings.

The Deed of Non-Competition will lapse automatically if our Controlling Shareholders and their close associates cease to hold, whether directly or indirectly, 30% or more of our Shares, or our Shares cease to be listed on GEM.

The independent non-executive Directors are responsible for reviewing, at least on an annual basis, compliance and enforcement of the terms of the Deed of Non-competition. During the year ended 31 March 2023, each Controlling Shareholder of the Company has made annual confirmation of compliance of the Deed of Non-competition, and the independent non-executive Directors have also reviewed the implementation of the Deed of Non-competition, and confirmed that the Controlling Shareholders have fully abided by the Deed of Non-competition without any breach of the Deed of Non-competition.

Major customers and suppliers

During the year ended 31 March 2023, the Group's five largest customers accounted for approximately 84% of the revenue. The Group's five largest suppliers accounted for approximately 71% of the total purchases for the year ended 31 March 2023. In addition, the Group's largest customer accounted for approximately 65% of the revenue and the Group's largest supplier accounted for approximately 26% of the total purchases for the year ended 31 March 2023.

As far as the Company is aware, as at the date of this annual report, none of the Directors, their close associates nor any Shareholders (which to the knowledge of the Directors own more than 5% of the Company's share capital) had any interest in the Group's customers and suppliers as disclosed above.

Reserves

Details of movements in the reserves of the Group and of the Company during the year ended 31 March 2023 are set out in the consolidated statement of changes in equity and note 36 to the consolidated financial statements respectively in this annual report.

Distributable reserves

The Company's reserves available for distribution to shareholders as at 31 March 2023 represent the aggregate of share premium, other reserve and accumulated losses. No reserve of the Company is available for distribution to shareholders as at 31 March 2023 (2022: approximately HK$2.2 million). Under the Companies Act of the Cayman Islands and the provisions of the Memorandum and Articles of Association of the Company, all reserves of the Company are available for distribution to Shareholders, either by way of dividend or bonus issue of shares, provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

Investment property

On 4 January 2023, the Group entered into an agreement with an independent third party for the disposal of an investment property of the Group at a consideration of HK$10,020,000.

Related disclosures are included in note 17 of the consolidated financial statements in this annual report.

Property, plant and equipment

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

Share capital

Details of movements in the share capital of the Company during the year ended 31 March 2023 are set out in note 26 to the consolidated financial statements in this annual report.

Directors

During the year ended 31 March 2023 and up to the date of this annual report, the Directors were:

Executive Directors

Mr. Tang Sze Wo (*Chairman*)
Mr. Lai Yung Sang
Mr. Tang Siu Tim

Independent non-executive Directors

Dr. Wong Kwok Yiu Chris
Mr. Wong Choi Chak
Mr. Leung Kim Hong

Further details of the Directors are set forth in the section headed "Biographical Details of Directors" of this annual report.

In accordance with the articles 84(1) and 84(2) of the Articles of Association, Mr. Tang Sze Wo and Mr. Wong Choi Chak will respectively retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Directors' service contracts

None of the Directors (including those proposed for re-election at the Annual General Meeting) has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

Share option scheme

The following is a summary of the principal terms of the share option scheme adopted under the written resolutions of the Shareholders of the Company passed on 24 January 2018 (the "**Share Option Scheme**") and the terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

(a) *Purpose*

The Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions of the Eligible Participants (as defined in paragraph (b) below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in our Company with the view to achieving the following objectives:

(i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and

(ii) attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) *Who may join*

Our Board may, at its discretion, offer to grant an option to subscribe for such number of new Shares as our Board may determine at an exercise price determined in accordance with paragraph (e) below to the following (the "**Eligible Participants**"):

(i) any full-time or part-time employees, executives or officers of our Company or any of its subsidiaries;

(ii) any Directors (including executive, non-executive Directors and independent non-executive Directors) of our Company or any of its subsidiaries; and

(iii) any advisers, consultants, suppliers, customers, agents and related entities to our Company or any of its subsidiaries.

Upon acceptance of the option, the grantee shall pay HK$1.00 to our Company by way of consideration for the grant. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot of dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting the acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed acceptance date, it shall be deemed to have been irrevocably declined.

(c) *Maximum number of Shares*

The maximum number of Shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of our Company must not in aggregate exceed 10% of the total number of Shares in issue immediately following completion of the Hong Kong Public Offering, being 40,000,000 Shares, excluding for this purpose Shares which would have been issuable pursuant to the options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of our Company). Subject to the issue of a circular by our Company and the approval of our Shareholders in general meeting and/or such other requirements prescribed under the GEM Listing Rules from time to time, our Board may:

(i) renew this limit at any time to 10% of the Shares in issue as of the date of the approval by our Shareholders in general meeting; and/or

(ii) grant options beyond the 10% limit to Eligible Participants specifically identified by our Board. The circular issued by our Company to our Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 23.02(2)(d) and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules.

Notwithstanding the foregoing, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of our Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of our Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditors of our Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of our Company in accordance with paragraph (q) below whether by way of consolidation, capitalisation issue, rights issue, sub-division or reduction of the share capital of our Company but in no event shall exceed the limit prescribed in this paragraph.

(d) Maximum number of options to any one individual

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 our Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the Shares in issue as of the date of grant. Any further grant of options in excess of this 1% limit shall be subject to:

(i) the issue of a circular by our Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant) the information as required under Rules 23.03(4) and 23.06 of the GEM Listing Rules and/or such other requirements as prescribed under the GEM Listing Rules from time to time; and

(ii) the approval of our Shareholders in general meeting and/or other requirements prescribed under the GEM Listing Rules from time to time with such Eligible Participant and his close associates (as defined in the GEM Listing Rules) (or his/her associates if the Eligible Participant is a connected person) abstaining from voting. The numbers and terms (including the exercise price) of options to be granted to such participant must be fixed before our Shareholders' approval and the date of our Board meeting at which our Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the subscription price of the Shares. Our Board shall forward to such Eligible Participant an offer document in such form as our Board may from time to time determine.

(e) Price of Shares

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as our Board in its absolute discretion shall determine, save that such price will not be less than the highest of:

(i) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;

(ii) the average of the official closing prices of the 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 a Share.

(f) *Granting options to connected persons*

Any grant of options to a Director, chief executive or substantial shareholder (as defined in the GEM Listing Rules) of our Company or any of their respective associates (as defined in the GEM Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options). If our Board proposes to grant options to a substantial shareholder or any independent non-executive Director or their respective associates (as defined in the GEM Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

(i) representing in aggregate over 0.1% or such other percentage as may be from time to time provided under the GEM Listing Rules of the Shares in issue; and

(ii) having an aggregate value in excess of HK$5 million or such other sum as may be from time to time provided under the GEM Listing Rules, based on the official closing price of the Shares at the date of each grant,

such further grant of options will be subject to the issue of a circular by our Company and the approval of our Shareholders in general meeting on a poll at which the grantee, his associates and all core connected persons (as defined in the GEM Listing Rules) of our Company shall abstain from voting in favour, and/or such other requirements prescribed under the GEM Listing Rules from time to time. Any vote taken at the meeting to approve the grant of such options shall be taken as a poll.

The circular to be issued by our Company to our Shareholders pursuant to the above paragraph shall contain the following information:

(i) the details of the number and terms (including the exercise price) of the options to be granted to each selected Eligible Participant which must be fixed before our Shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the exercise price of such options;

(ii) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options) to the independent Shareholders as to voting;

(iii) the information required under Rule 23.02(2)(c) and (d) and the disclaimer required under Rule 23.02(4) of the GEM Listing Rules; and

(iv) the information required under Rule 2.28 of the GEM Listing Rules.

(g) *Restrictions on the times of grant of options*

A grant of options may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published pursuant to the requirements of the GEM Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

(i) the date of our Board meeting (as such date to first notified to the Stock Exchange in accordance with the GEM Listing Rules) for the approval of our Company's annual results, half-year, quarterly or other interim period (whether or not required under the GEM Listing Rules); and

(ii) the deadline for our Company to publish an announcement of its annual results or half-year, or quarterly or other interim period (whether or not required under the GEM Listing Rules);

and ending on the date of actual publication of the results announcement.

(h) *Rights are personal to grantee*

An option is personal to the grantee and may be exercised or treated as exercised, as the case may be, in whole or in part. No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt so to do (save that the grantee may nominate in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle our Company to cancel any outstanding options or any part thereof granted to such grantee.

(i) *Time of exercise of option and duration of the Share Option Scheme*

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the Option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. The period during which an option may be exercised will be determined by our Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme. Subject to earlier termination by our Company in general meeting or by our Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption. There is no minimum period for which an option must be held before it can be exercised.

(j) *Performance target*

A grantee may be required to achieve any performance targets as our Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

(k) *Rights on ceasing employment or death*

If the grantee of an option ceases to be an employee of our Company or any of its subsidiaries:

(i) by any reason other than death or termination of his employment on the grounds specified in paragraph (l) below, the option to the extent not already exercised on the date of cessation shall lapse automatically on the date of cessation; or

(ii) by reason of death, his personal representative(s) may exercise the option within a period of 12 months from such cessation, which date shall be the last actual working day with our Company or the relevant subsidiary whether salary is paid in lieu of notice or not, failing which it will lapse.

(l) *Rights on dismissal*

If the grantee of an option ceases to be an employee of our Company or any of its subsidiaries on the grounds that he has been guilty of serious misconduct, or in relation to an employee of the Group (if so determined by our Board) on any other ground on which an employee would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group, or has been convicted of any criminal offence involving his integrity or honesty, his option will lapse and not be exercisable after the date of termination of his employment.

(m) *Rights on takeover*

If a general offer is made to all our Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Takeovers Codes)) and such offer becomes or is declared unconditional during the option period of the relevant option, the grantee of an option shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

(n) *Rights on winding-up*

In the event a notice is given by our Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up our Company, our Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of our Company referred to above by giving notice in writing to our Company, accompanied by a remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon our Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid.

(o) *Rights on compromise or arrangement between our Company and its members or creditors*

If a compromise or arrangement between our Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of our Company or its amalgamation with any other companies pursuant to the laws of jurisdictions in which our Company was incorporated, our Company shall give notice to all the grantees of the options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a scheme or arrangement and each grantee shall be entitled to exercise all or any of his options in whole or in part at any time prior to 12 noon (Hong Kong time) on the business day immediately preceding the date of the meeting directed to be convened by the relevant court for the purposes of considering such compromise or arrangement and if there are more than one meeting for such purpose, the date of the first meeting.

With effect from the date of such meeting, the rights of all grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

(p) *Ranking of Shares*

The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank pari passu in all respects and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully paid Shares in issue on the date of issue.

(q) *Effect of alterations to capital*

In the event of any alteration in the capital structure of our Company whilst any option may become or remains exercisable, whether by way of capitalisation issue, rights issue, open offer, consolidation, sub-division or reduction of share capital of our Company, or otherwise howsoever, such corresponding alterations (if any) shall be made in the number or nominal amount of Shares subject to any options so far as unexercised and/or the subscription price per Share of each outstanding option as the auditors of our Company or an independent financial adviser shall certify in writing to our Board to be in their/his opinion fair and reasonable in compliance with Rule 23.03(13) of the GEM Listing Rules and the note thereto and the supplementary guidance issued by the Stock Exchange on 5 September 2005 and any future guidance and interpretation of the GEM Listing Rules issued by the Stock Exchange from time to time.

Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of our Company for which any grantee of an option is entitled to subscribe pursuant to the options held by him before such alteration and the aggregate subscription price payable on full exercise of any option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

(r) *Expiry of option*

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

(i) the date of expiry of the option as may be determined by our Board;

(ii) the expiry of any of the periods referred to the paragraphs (k), (l), (m), (n) or (o);

(iii) the date on which the scheme of arrangement of our Company referred to the paragraph (o) becomes effective;

(iv) subject to paragraph (n), the date of commencement of the winding-up of our Company;

(v) the date on which the grantee ceases to be an Eligible Participant by reason of such grantee's resignation from the employment of our Company or any of its subsidiaries or the termination of his or her employment or contract on any one or more of the grounds that he or she has been guilty of serious misconduct, or has been convicted of any criminal offence involving his or her integrity or honesty, or has become insolvent, bankrupt or has made arrangements or compositions with his or her creditors generally, or in relation to an employee of the Group (if so determined by our Board) or any other ground on which an employee would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group. A resolution of our Board to the effect that the employment of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or

(vi) the date on which our Board shall exercise our Company's right to cancel the option at any time after the grantee commits a breach of paragraph (h) above or the options are cancelled in accordance with paragraph (t) below.

(s) *Alteration of the Share Option Scheme*

The Share Option Scheme may be altered in any respect by resolution of our Board except that:

(i) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 23.03 of the GEM Listing Rules; and

(ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted, shall first be approved by our Shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 23 of the GEM Listing Rules and any change to the authority of our Board in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in general meeting.

(t) *Cancellation of options*

Subject to paragraph (h) above, any cancellation of options granted but not exercised must be approved by the grantees of the relevant options in writing. For the avoidance of doubt, such approval is not required in the event that any option is cancelled pursuant to paragraph (h).

(u) *Termination of the Share Option Scheme*

Our Company may by resolution in general meeting or our Board at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(v) *Administration of our Board*

The Share Option Scheme shall be subject to the administration of our Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

(w) *Condition of the Share Option Scheme*

The Share Option Scheme is conditional on:

(i) the Listing Division of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme;

(ii) the obligations of the Underwriter under the Underwriting Agreement becoming unconditional (including, if relevant, as result of the waiver of any such condition(s)) and not being terminated in accordance with the terms of the Underwriting Agreement or otherwise;

(iii) the approval of the rules of the Share Option Scheme by our Shareholders in general meeting; and

(iv) the commencement of dealings in the Shares on the Stock Exchange.

(x) Disclosure in annual and interim reports
Our Company will disclose details of the Share Option Scheme in its annual and interim reports including the number of options, date of grant, exercise price, exercise period and vesting period during the financial year/period in the annual/interim reports in accordance with the GEM Listing Rules in force from time to time.

(y) Present status of the Share Option Scheme
No share options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme since its adoption and there were no outstanding share options under the Share Option Scheme up to the date of this annual report.

As at 1 April 2022 and 31 March 2023, the number of share options available for issue under the Share Option Scheme were 40,000,000 and 40,000,000, respectively. As at the date of this annual report, the total number of Shares available for issue under the Share Option Scheme was 40,000,000 Shares, respectively 10% of the total number of issued Shares at such date.

DISCLOSURE OF INTERESTS

(a) Interests and short position of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or the associated corporations

As at 31 March 2023, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required as otherwise to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 to 5.68 of the GEM Listing Rules, were as follows:

(i) Interests in the Company

Name of Director	Capacity/ Nature of interest	Number of shares	Approximate percentage of shares
Mr. Tang Sze Wo (*Note*)	Interest in a controlled corporation	260,000,000 (long position)	65%
Mr. Tang Siu Tim	Beneficial owner	3,975,000 (long position)	1.0%

Note:

These shares are held by Chrysler Investments Limited, a company incorporated in the BVI and the entire share capital of which is held by Mr. Tang Sze Wo. Mr. Tang Sze Wo is deemed to be interested in these shares held by Chrysler Investments Limited under the SFO.

(ii) Interests in associated corporation(s) of the Company

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Percentage of shareholding
Mr. Tang Sze Wo	Chrysler Investments Limited	Beneficial owner	1 (long position)	100%

Save as disclosed above, as at 31 March 2023, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) or (ii) which were required to be recorded in the register required to be kept by the Company under Section 352 of the SFO or (iii) which were otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealing by Directors as referred to in Rules 5.46 to 5.68 of the GEM Listing Rules.

(b) Interests and short positions of the substantial shareholders in the shares and underlying shares

So far as the Directors are aware, as at 31 March 2023, the following persons (other than a Director or chief executive of our Company) will have or be deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO or are directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group:

Name of Shareholder	Capacity/ Nature of interest	Number of Shares	Approximate percentage of shareholding in our Company
Chrysler Investments Limited (Note 1)	Beneficial owner	260,000,000 (long position)	65%
Mr. Tang Siu Fung Calvin (Note 2)	Interest in a controlled corporation	40,000,000 (long position)	10%
Sigma Square Investment Management Limited (Note 2)	Interest in a controlled corporation	40,000,000 (long position)	10%
Altivo Ventures Limited (Note 2)	Beneficial owner	40,000,000 (long position)	10%

Notes:

1. Chrysler Investments Limited is a company incorporate in the BVI and the entire share capital of which is held by Mr. Tang Sze Wo.

2. These Shares are held by Altivo Ventures Limited, a company incorporated in the BVI and the entire share capital of which is held by Sigma Square Investment Management Limited, a company incorporated in Hong Kong and wholly-owned by Mr. Tang Siu Fung Calvin, the son of Mr. Tang Sze Wo. Each of Sigma Square Investment Management Limited and Mr. Tang Siu Fung Calvin is deemed to be interested in these Shares held by Altivo Ventures Limited under the SFO.

Save as disclosed above, as at 31 March 2023, the Directors and chief executive are not aware of any person, other than a Director or chief executive of the Company, who has an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed in this annual report, at no time during the year ended 31 March 2023 was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executive of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO).

SUFFICIENCY OF PUBLIC FLOAT

From the information publicly available to the Company and within the knowledge of the Directors, the Company has maintained the public float as required by the GEM Listing Rules up to the date of this annual report.

REMUNERATION OF DIRECTORS, CHIEF EXECUTIVE AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors, chief executive and five individuals with the highest emoluments are set out in note 11 to the consolidated financial statements in this annual report. No Director has waived or has agreed to waive any emolument during the year ended 31 March 2023.

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no transaction, arrangement or contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party, and in which a Director had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2023.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 March 2023.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as otherwise disclosed, no contract of significance to which the Company, its holding companies, or any of its subsidiaries was a party, and in which the Controlling Shareholders had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 31 March 2023, none of the Directors or their respective associates had any business or interests in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

BANK BORROWINGS

Particulars of bank borrowings of the Group as at 31 March 2023 are set out in note 23 to the consolidated financial statements in this annual report.

RETIREMENT BENEFITS PLAN

Particulars of retirement benefits plans of the Group as at 31 March 2023 are set out in note 28 to the consolidated financial statements in this annual report.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors, namely Dr. Wong Kwok Yiu Chris, Mr. Wong Choi Chak, Mr. Leung Kim Hong, a confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and based on their confirmations, the Company considers all the independent non-executive Directors are independent.

CONNECTED TRANSACTIONS

The related party transactions of the Company are set out in note 34 to the consolidated financial statements in this annual report. None of the related party transactions fall under the scope of "Connected Transactions" or "Continuing Connected Transactions" under Chapter 20 of the GEM Listing Rules which are required to comply with any of the relevant reporting, announcement or independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Articles or the Companies Law, being the jurisdiction in which the Company was incorporated.

TAX RELIEF

The Company is not aware of any relief from taxation available to Shareholders by reason of their holdings in Shares.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31 March 2023, the Company did not redeem any of its Shares, and neither did the Company nor any of its subsidiaries purchase or sell any of the Company's Shares.

DONATIONS

During the year ended 31 March 2023, Sheung Moon Construction Limited, an indirect wholly-owned subsidiary of the Company, donated HK$11,000 (31 March 2022: HK$1,000) to support the community activities.

DIRECTORS' INDEMNITIES

Pursuant to the Articles, every Director shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which such Director shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of his duty in his office. None of the Directors shall be answerable for the acts, receipts, neglects or defaults of the other or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of his office, or in relation thereto; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.

Each Shareholder agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; provided that such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.

The Companies Act does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the court to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance practices. Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 18 to 37 of this annual report.

SUMMARY OF FINANCIAL INFORMATION

A summary of the consolidated financial results and assets and liabilities of the Group for the last five financial years is set out in the section headed "Financial Highlights" on page 5 of this annual report.

EVENTS AFTER THE REPORTING PERIOD

The Directors are not aware of any significants events since the end of the reporting period and as the date of this annual report.

THE BOARD AND THE AUDIT COMMITTEE'S PLAN TO ADDRESS THE DISCLAIMER OF OPINION

To tackle the issues raised by the auditor of the Company in its disclaimer of opinion, the Board shall spare no effort in improving the Group's liquidity and financial position. The Board has adopted different measures and taken various actions with different dimensions to further improve its liquidity and financial position:

(i) The Directors will implement stronger measures aiming at improving the liquidity and financial position of the Group, including but not limited to closely monitoring the operating costs;

(ii) The Directors and the management of the group has been negotiating with financial institutions in relation to revise the repayment schedules. Most of the financial institutions had verbally agreed with the Group on such arrangement. The Group will continue to closely negotiate with the financial institutions and creditors on settlement in providing written confirmations in respect of such allowance of delayed settlement arragements.

AUDITOR

Deloitte Touche Tohmatsu resigned as the auditor of the Company on 8 February 2022 and Cheng & Cheng Limited was appointed as the auditor of the Company with effect from 14 February 2022 to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu.

Cheng & Cheng Limited resigned as the auditor of the Company on 27 March 2023 and Confucius International CPA Limited ("**Confucius**") was appointed as the auditor of the Company with effect from 13 April 2023 to fill the casual vacancy following the resignation of Cheng & Cheng Limited.

Save as disclosed above, there were no other changes in auditor of the Company during the past three years.

The consolidated financial statements for the year ended 31 March 2023 have been audited by Confucius who will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting of the Company. A resolution for the re-appointment of Confucius as the auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHICAL INFORMATION

Biographical details of the Directors and the senior management of the Group are set out in the section headed "Biographical Details of Directors and Senior Management" of this annual report.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE GEM LISTING RULES

The Company does not have any other disclosure obligation under Rules 17.22, 17.23 and 17.24 of the GEM Listing Rules.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9 a.m. on 15 August 2022 as required under Rule 17.49B of the GEM Listing Rules and will remain suspended until further notice.

By order of the Board

Tang Sze Wo
Executive Director and Chairman

Hong Kong, 29 June 2023

ABOUT THE REPORT

This Environmental, Social and Governance ("**ESG**") Report discloses the policies and measures in relation to the environmental and social aspects, and the relevant key performance indicators (the "**KPIs**") of the Group for the financial year ended 31 March 2023 in accordance with the Environmental, Social and Governance Reporting Guide (the "**ESG Guide**") as set out in Appendix 20 to the GEM Listing Rules. For information regarding corporate governance, details are presented in the Corporate Governance Report.

The Group principally engages in the business of civil engineering construction works in both public and private sectors in Hong Kong through its indirect wholly-owned subsidiary, Sheung Moon Construction Limited ("**Sheung Moon Construction**"). Having considered the main business activity of the Group, and the concerns and expectations of both internal and external stakeholders, the Group has identified certain material environmental and social issues for disclosure of the Group's performance in Hong Kong.

BOARD STATEMENT

The Board is responsible for monitoring the Group's ESG strategies and reporting, ensuring that the requirements from the Board are met. Furthermore, the Board monitors and reviews the Group's compliance status of ESG-related laws and regulations by external regulatory bodies, such as The Stock Exchange of Hong Kong Limited ("**HKEX**"). Regular Board meetings are held to help understanding the progress, targets and goals on ESG related performances.

The management and ESG working team are primarily responsible for reviewing and supervising the ESG process and risk management of the Group. ESG governance matters and ESG-related issues are reviewed at the regular meeting during the Reporting Period.

The Board has identified potential and material issues to the business and its stakeholders. The Board has also taken part in the materiality assessment as one of the key stakeholders of the Company in providing constructive opinions on the materiality of ESG issues.

REPORTING BOUNDARY

The reporting period is from 1 April 2022 to 31 March 2023 ("**the Reporting Period**"). The reporting boundary of this Report covers the core and single operating business segment of the Group, namely the provision of civil engineering construction services in Hong Kong.

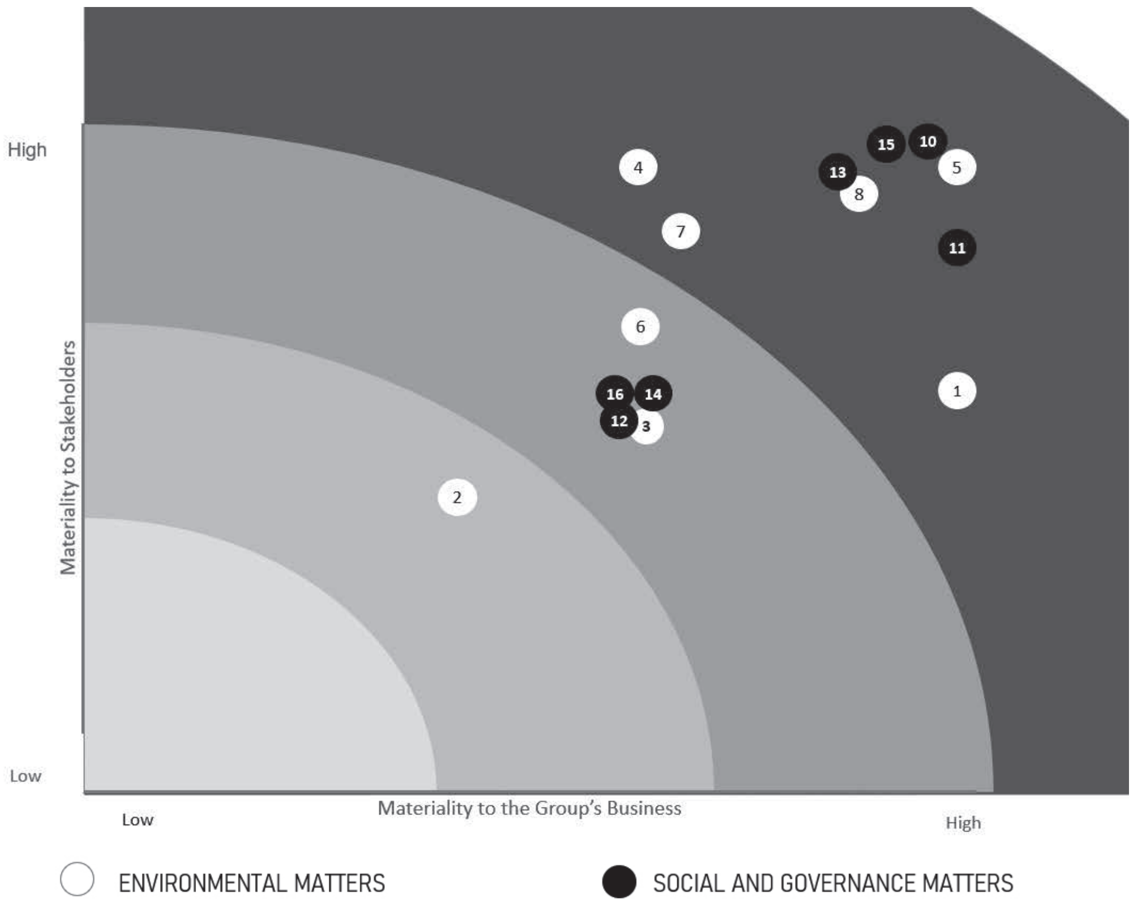
APPLICATION OF REPORTING PRINCIPLES

The following reporting principles have been applied in the preparation of this Report:

Reporting Principles	Application in the Report
Materiality	Materiality assessment has been conducted to determine and prioritise the material ESG factors.
Quantitative	The Group has mainly used the ESG Reporting Guide, and the relevant guidelines published by the Stock Exchange to measure the quantitative KPIs.
Consistency	Meaningful comparison of ESG information is achieved in the Report as the Group adopts the reporting approach and methodologies consistently over time and the reporting boundary remains unchanged. In the current Reporting Period, additional KPIs are disclosed to provide stakeholders with a comprehensive and transparent view on the Group's sustainability development and performance.
Balance	The Report is presented in a fair and impartial manner. Both positive and negative sustainability performances are presented objectively.

MATERIALITY MATRIX

During the Reporting Period, the Group has evaluated a number of environmental, social and operation related issues, and assessed their importance to stakeholders and the Group through various channels, such as our internal policies, industry trends, previous ESG reports, and the Sustainability Accounting Standards Board's Materiality Map[1]. As such, we have conducted a materiality assessment to rate the identified ESG issues and their impacts that are pertinent to us and our stakeholders. This assessment helps to ensure the Group's business development is in line with the expectations and requirements of its stakeholders. The Group's and its stakeholders' matters of concern are presented in the following materiality matrix:



1	Air Emissions	9	Employment
2	Greenhouse Gas Emissions	10	Health and Safety
3	Hazardous Waste	11	Development and Training
4	Non-hazardous Waste	12	Labor Standards
5	Energy Use	13	Supply Chain Management
6	Use of Water Resources	14	Product Responsibility
7	Environment & Natural Resources	15	Anti-corruption
8	Climate Change	16	Social Responsibility

[1] Sustainability Accounting Standards Board's Materiality Map, https://materiality.sasb.org/

COMMUNICATION WITH STAKEHOLDERS AND IDENTIFICATION OF MATERIAL ISSUES

The Company actively strives to better understand its stakeholders and engage them to ensure continuous improvements. The management strongly believes that its stakeholders play a crucial role in sustaining the success of the business in the challenging market.

Stakeholders	Probable issues of concern	Communication and responses
HKEX	Compliance with Listing Rules, timely and accurate announcements.	Meetings, training, workshops, programs, website updates and announcements.
Government	Compliance with laws and regulations, prevention of tax evasion, and social welfare.	Interaction and visits, government inspections, tax returns and other information.
Suppliers	Payment schedule, stable demand.	Site visits.
Shareholders/Investors	Corporate governance system, business strategies and performance, and investment returns.	Organizing and participating in seminars, interviews, shareholders' meetings, issue of financial reports and/or operation reports for investors, media and analysts.
Media & Public	Corporate governance, environmental protection, and human right.	Issue of newsletters on the Company's website
Customers	Product quality, delivery times, reasonable prices, service value, labour protection and work safety.	Site visits, and after-sales services.
Employees	Rights and benefits, employee compensation, training and development, work hours, and working environment.	Union activities, trainings, interviews for employees, employee handbooks, internal memos, employee suggestion boxes.
Community	Community environment, employment and community development, and social welfare.	Community activities, employee voluntary activities, community welfare subsidies and charitable donations.

ENVIRONMENTAL PROTECTION

Types of emissions

The Group recognises that certain pollutions are inevitably arose from the civil engineering construction works. To minimise the environmental impacts, the Group is dedicated to protect the environment by enhancing means to mitigate emissions and promoting environmental awareness.

An environmental management system, which has been certified in compliance with the standard required under ISO 14001:2015, is adopted by the Group. The system is supported with a set of environmental management manual and policy, which specifies the workflow and measures for employees to follow on mitigation of air pollution, effluents and wastes, and noise control. Regular review on the adequacy of the existing system is conducted to enable the constant improvement in environmental sustainability.

Air pollution

Air emissions of the Group are mainly nitrogen oxides ("**NOx**"), sulphur oxides ("**SOx**") and particulate matter ("**PM**") generated from vehicles owned by the Group and operating of generators and excavators, while greenhouse gas ("**GHG**") emissions are mainly derived from (i) direct emissions from stationary combustion source of machinery such as electricity generator under scope 1A of Reporting Guidance on Environmental KPIs (the "**KPIs Reporting Guidance**"); (ii) direct emissions from mobile combustion source of the vehicles under scope 1B of the KPIs Reporting Guidance; and (iii) indirect emission from electricity consumed in office under scope 2 of the KPIs Reporting Guidance. Other indirect emissions under scope 3 of the KPIs Reporting Guidance are minimal comparatively and excluded from the disclosure in this ESG report. Details of the key performance data are shown in the section "Environmental Key Performance Data for the Reporting Period".

To reduce air emissions and GHG emissions, relevant measures are employed for saving and efficient use of energy. Details of the initiatives implemented are stated in the section "Use of Resources". Besides, the Group adopts the policy of treatment at source. For instance, ultra-low sulphur diesel is continuously used for operating generators and excavators to substantially reduce emissions from fuel combustion processes.

ENVIRONMENTAL PROTECTION – continued

Air pollution – continued

Apart from the above-mentioned types of air emissions and GHG emissions, dust emission is one of the major sources of air pollutants. Certain site-specific measures implemented by the Group to minimise impact brought by dust emission are described as follows:

- Water spraying is used when handling dusty materials, or when the construction activity or the working environment is probable to create dust. For example, during delivery of raw sand and aggregate, on the dust emitting surfaces of unpaved areas and construction areas, and when trucks passing through the access road.

- Heights from which materials are dropped are minimised to limit fugitive dust generation during loading/unloading.

- Speed limit signage is put up at appropriate locations to restrict the speed of vehicles.

- Vehicles transporting dusty materials are fitted with side and tailboards. The materials transported are properly covered.

- Washing facilities are provided at the exits from work areas for the usage of vehicles before leaving the site.

Effluents

Effluents are generated from the site discharge. The Group adopts the following measures to reduce the impact of discharge to the environment:

- Construction site run-off are directed into storm drains via adequately designed waste water treatment facilities such as sand traps and silt traps. Channels, earth bunds or sand bag barriers are provided on-site to properly direct storm water to the said facilities.

- Silt removal facilities, channels and manholes along roads and pedestrian walkways are properly maintained. Deposited silt and grit are removed regularly to ensure that these facilities are functioning at all times.

- Measures are taken to prevent the washing away of construction materials, soil, silt or debris into any drainage system and river channel. For example, manholes should be adequately covered.

- The Group installs sewage treatment facilities at construction site to collect sewage such as washing water of vehicle and rainy water for treatment in sedimentation tanks. The treated effluents are reused for water spraying and irrigation purposes.

ENVIRONMENTAL PROTECTION – continued

Wastes

Due to the Group's business nature, no hazardous waste was generated in the process of construction projects as previous years.

While for non-hazardous waste, construction and demolition ("**C & D**") materials, both inert and non-inert, have been the major wastes generated from the Group's construction projects. The Group strictly implements and monitors the trip ticket system for orderly disposal of C & D wastes to designated disposal facilities by trucks. However, since both reclamation sites and landfill space in Hong Kong for the disposal of C & D wastes are limited, the Group intends to handle the C & D wastes in a more environmentally responsible manner based on 3 strategies "reduce", "reuse" and "recycle". Certain means for achievement of the 3 strategies are mentioned below:

- Reduction of waste:

  (i) Ordering materials at the right quantity, size and time; and

  (ii) Proper storage and maintenance of materials to protect them from wastage. For example, plaster and cement are stored under cover to avoid getting damp.

- Reuse and recycle of waste:

  (i) Proper sorting of inert C & D materials against non-inert C & D materials with signage. Inert materials with good quality are able to be recycled for use in construction project;

  (ii) Utilise surplus materials through cross site transfer where possible; and

  (iii) Search for availability of opportunities to use recycled C & D materials during the planning stage of project.

Unlike previous construction projects in prior years, nature of the construction projects in the Reporting Period only required internal transfer, and majorly focused on structural work instead of disposal of materials. Therefore, no record for C&D waste is disclosed in the Period. The major non-hazardous waste produced in the Reporting Period was the paper consumption for administrative printing purpose. Details of the key performance data are shown in the section "Environmental Key Performance Data for the Reporting Period". The Group has been keeping on track with the set target.

ENVIRONMENTAL PROTECTION – continued

Noise

Some of the construction works are carried out in urban areas. In order to reduce the impact on the public's daily life, works are undertaken in accordance with the permitted work hours as specified by the customers. Besides, unused equipment is required to be turned off. All equipment at site are properly maintained and are inspected before use to ensure compliance of permitted noise level. In addition, acoustic barriers are installed as appropriate.

During the Reporting Period, the Group has fully complied with all applicable environmental related laws and regulations, including Environmental Impact Assessment Ordinance (Chapter 499 of the Laws of Hong Kong), Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong), Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), and Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong). During the Reporting Period, the Group was not aware of material non-compliance issues related to environmental protection.

Use of Resources

Purchased electricity used in office, diesel oil used for generators and excavators, petrol used for private vehicles, and water utilised at construction sites are the main resources consumed by the Group. There are no significant issues identified in sourcing water that is fit for purpose. The Group encourages the resources conservation through implementation of green management and promotion of saving and efficient use of resources. The relevant measures include:

- Solar panels are used on site with geographical advantage for the generation of renewable energy. For example, solar panels are installed on streetlights to reduce the consumption of non-renewable energy and emissions.

- Engines of trucks and construction equipment such as generators and excavators are switched off during idling;

- Trucks and equipment are regularly inspected to ensure they are operating efficiently;

- Reminder label on energy and water saving is posted next to the electrical switch. For example, a label reminding the users to set temperature between 24 to 26 degree celsius is fixed next to the air-conditioning switch;

- Energy-efficient appliances such as refrigerators with Grade 1 energy label are used; and

- Effluents are treated and reused for water spraying and irrigation purposes at construction sites.

Details of the key performance data are shown in the section "Environmental Key Performance Data for the Reporting Period".

ENVIRONMENTAL PROTECTION – continued

The Environmental and Natural Resources

The Group's construction work generates certain emissions and impacts on the environment including air pollution, effluents, wastes, noise and impacts on the landscape. The Group strives to enforce the established policies and measures to mitigate the impacts on the environment and natural resources. In addition to the specific measures during the construction work and the usage of resources mentioned in the above sections, the Group believes that a better planning at both the corporate strategic planning stage and the construction project planning stage is of equal importance to protect the environment. The relevant measures are stated as follows:

- The Group's tendering strategy is to focus on tenders for civil engineering construction contracts which are related to the same project in which the Group has participated. The Group is able to mobilise the same workforce and equipment to carry out works at different construction sites in close proximity. Materials for construction sites nearby can be purchased in a batch and delivered at one time. As such, saving of resources such as diesel oil consumed on carrying the labour, equipment and materials to the construction sites, and electricity consumed on site office (if the construction sites nearby share one office) can be achieved.

- Consideration of environmental protection is embedded in the design and planning of construction works, including the construction methods adopted and the materials used. For instance, low waste construction designs and technologies such as adoption of lean construction, balanced cut and fill, and off-site prefabrication are adopted.

- Impact on landscape is assessed before execution of work. Tree protection zone is demarcated to protect the existing trees within the work boundary at the construction site. Opportunities and methods on transplanting of trees that need to be removed are also considered.

ENVIRONMENTAL PROTECTION – continued

Climate change

The Group is committed to establishing climate resilience in the face of climate change. The Group have assessed and evaluated the potential climate physical and transitional risks to understand the climate risks that it may face and the effects on the Group's business., which are illustrated as follow:

Risk Type	Risks	Potential Financial Impact	Short (current reporting period)	Medium (one to three years)	Long (four to ten years)	Mitigation Strategy
Physical Risks	• Extreme weather conditions such as flooding and typhoon • Sustained elevated temperature	• Interrupted power supply which affects business operation and lower revenue • Larger expenses for maintenance of physical assets and recovery of manufacturing operation	✔	✔		• Established adverse weather condition policy (i.e. work schedule rearrangement, redeployment of resources) • Implemented energy conservation measures such as installing more energy-efficient electrical devices
Transition Risks	• Changes in environmental-related regulations	• Higher operating costs to comply with new requirements, adopt new practices or technologies		✔	✔	• Continue to monitor the regulatory environment to ensure that we meet the expectations of regulatory authority and comply with relevant environmental-related laws and regulations

ENVIRONMENTAL PROTECTION – continued

Environmental Key Performance Data for the Reporting Period

Air Emissions	2023 Absolute Value (kg)	2022 Absolute Value (kg)
• NOx	**1,897.17**	6,753.78
• SOx	**2.72**	68.29
• PM	**187.99**	497.30

GHG Emissions	2023 Intensity (tonnes per million revenue)[2]	2023 Absolute Value (tonnes)	2022 Intensity (tonnes per million revenue)	2022 Absolute Value (tonnes)
• CO_2 equivalent emissions under scope 1	**3.73**	**446.47**	41.21	11,127.65
• CO_2 equivalent emissions under scope 2	**0.12**	**13.81**	0.44	117.65
Total	**3.85**	**460.28**	41.65	11,245.30

Non-hazardous Wastes	2023 Intensity (tonnes per million revenue)	2023 Absolute Value (tonnes)	2022 Intensity (tonnes per million revenue)	2022 Absolute Value (tonnes)
• Insert C & D waste[3]	**N/A**	**N/A**	0.19	50.60
• Non-insert C & D waste[3]	**N/A**	**N/A**	0.02	7.10
• Paper[4]	**0.01**	**0.55**	0.00	0.71
Total	**0.01**	**0.55**	0.21	58.41

Energy Consumption	2023 Intensity (kWh'000 per million revenue)	2023 Absolute Value (kWh'000)	2022 Intensity (kWh'000 per million revenue)	2022 Absolute Value (kWh'000)
• Electricity	**0.30**	**35.42**	0.81	217.86
• Diesel oil and petrol	**15.10**	**1,807.40**	168.15	45,399.69
Total	**15.40**	**1,842.82**	168.96	45,617.55

	2023 Intensity (cbm per million revenue)	2023 Absolute Value (cbm)	2022 Intensity (cbm per million revenue)	2022 Absolute Value (cbm)
Water Consumption	**21.10**	**2,527.00**	167.39	45,195.00

2 As at 31 March 2023, the Group's total revenue was HK$119,735,000. (2022: HK$314,107,000)

3 Since the nature of the construction projects in the Reporting Period only required internal transfer, and majorly focused on structural work instead of disposal of materials. Therefore, no record for C&D waste will be disclosed in the Period.

4 Starting from the Reporting Period, paper waste is considered material to the Group's business in daily operation, and will be included in the calculation of non-hazardous wastes.

ENVIRONMENTAL PROTECTION – continued

Environmental Key Performance Data for the Reporting Period – continued

Setting up feasible emission targets on an annual basis helps the Group to track its environmental KPIs and further achieve a higher level of sustainability in its business progressively. The Group has been keeping on track with the set target on GHG emission and energy consumption from previous reporting period. To uphold the principle of sustainable development, the Group is committed to achieve the following targets in next reporting period:

	Targets set for next reporting period
Air Emission Intensities (NOx, SOx, PM)	Reducing or maintain the intensity between 90% to 110% of the level of baseline year ended 31 March 2023
GHG Emissions Intensity	Reducing or maintain the intensity between 90% to 110% of the level of baseline year ended 31 March 2023
Non-hazardous Wastes Intensity	Reducing or maintain the intensity between 90% to 110% of the level of baseline year ended 31 March 2023
Energy Consumption Intensity	Reducing or maintain the intensity between 90% to 110% of the level of baseline year ended 31 March 2023
Water Consumption Intensity	Reducing or maintain the intensity between 90% to 110% of the level of baseline year ended 31 March 2023

SOCIAL COMMITMENT

Employment and Labour Standards

Civil engineering construction industry is labour intensive, which generates demands for all kinds of labour force, including skilled labour, semi-skilled labour or unskilled labour. The Group believes that a well-established system on human resources management ("**HRM**") can assist the Group to manage every act of employment and labour practices fairly and impartially. As such, a set of policies and procedures in relation to HRM and staff handbook are formulated in accordance with the applicable laws and regulations such as Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong).

The Group adopts the equal employment opportunity policy which applies to the procedures relating to recruitment and promotion, termination and dismissal, and remuneration, compensation and benefits. Key element of the equal employment opportunity policy is that every act of employment is based on capabilities, qualifications, experiences and skills without discrimination with respect of race, nationality, religious belief, sex, age, marital status, disability or other characteristic protected by the applicable laws and regulations. The Group promotes a work environment free from discrimination as well as any form of harassment.

SOCIAL COMMITMENT – continued

Employment and Labour Standards – continued

The Group adheres to the principles of open recruitment, fair competition and merit-based employment selection. During the recruitment process, personal information of candidates are strictly reviewed and verified. Any candidates with the age under 15 are rejected to conduct interview and refused to be employed by the Group. Through the strict internal recruitment approval and monitoring procedures to verify personal information of candidates, the risks associated with child labour and illegal employment are eliminated. Employment contracts between the Group and employees clearly specify the job position, job duties, working hours, wages, entitled leave and benefits and other employment conditions. As a result, the interests of employees are protected by the employment contracts and forced labour is prohibited. During the Reporting Period, there was no cases of child and forced labour, therefore it was not applicable for taking any additional steps to eliminate such practices when discovered.

Remuneration package of employees comprises of basic salaries, year-end incentives and other compensations such as compensation on a work-related injury. Mandatory provident fund contributions pursuant to Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) are made for all eligible employees. Annual performance appraisal of every employee is carried out to evaluate individual work performance, contributions to the project or the Group's result as a whole for consideration of salary review and promotion. In addition to performance of employees, other factors such as demand and shortage of labour, and salary benchmark in the industry are also taken into consideration.

Employees are scheduled to work in normal working hours of business days, except for site workers who are compensated for working overtime. Attendance of employees is recorded by using time clock, and reviewed by the management to avoid disputes with employees. Employees are entitled to holidays and leaves stipulated in employment contract including statutory holidays, annual leave, sick leave, maternity leave, paternity leave and work-related injury leave. Forced labour is prohibited under the Group's policy.

During the Reporting Period, the Group has strictly adhered to all applicable laws and regulations in relation to employment and labour practices, including Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), and Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong). The Group was not aware of material non-compliance issues related to employment and labour practices, including child labour and forced labour.

SOCIAL COMMITMENT – continued

Staff Composition

As at 31 March 2023, the Group employed a total of 137 (2022: 427) staff, including operational office, sales and marketing, and back office division.

	As at 31 March 2023
Total workforce	137
Breakdowns by gender	
Female	19
Male	118
Breakdowns by age	
0-18	0
16-18	0
19-30	8
31-45	30
46-60	55
61 or above	44
Breakdowns by employment type	
Full time	136
Part time	1
Breakdowns by geographical location	
Hong Kong	137

Details of the average employee turnover rate over the total workforce as at 31 March 2023 are as follows:

	During the Reporting Period
Overall Turnover Rate	212%
By gender (%)	
Female	574
Male	153
By age (%)	
0-18	0
16-18	0
19-30	713
31-45	180
46-60	311
61 or above	18
By geographical location (%)	
Hong Kong	201

SOCIAL COMMITMENT – continued

Health and Safety

Subject to the risk of exposing to a wide variety of Occupational and Health Safety (OHS) hazards at work in construction site, the Group endeavors to promote OHS awareness and create a safe and healthy workplace for its labour and subcontractors. The Group aims at minimizing the reported accidents, major accidents and fatal injuries at construction sites.

In accordance with the applicable laws and regulations in relation to OHS including Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), the Group adopts an occupational health and safety management system, which has been certified in compliance with the standard required under OHSAS 18001:2007 and occupational health and safety management system (ISO 45001:2018). OHS related roles and responsibilities of each position in the project team including project manager, site agent, safety supervisor and safety officer are clearly defined. In addition, details of OHS measures and procedures are clearly specified in the OHS manual and policy established. Certain significant OHS policies and measures are mentioned in the following:

- OHS training: All workers should attend induction training which covers core topics including OHS policy and objectives, OHS plans and measures, relevant OHS regulations, use of personal protective equipment, emergency procedures and first aid facilities, soon after they commenced their work at site. Refresher induction course is normally provided at intervals of 6 months. Workers also require to attend regular tool box talks which covers the topics such as working at height and fire escape, as well as specific OHS training for potential high-risk activities. All employees and subcontractors working on site must complete the mandatory basic safety training course and possess the construction industry safety training certificate.

- Regular safety inspection: Various types of safety walk and inspection such as daily safety inspection, weekly daily safety inspection and after-holiday safety inspection are carried out to check the conformance with regulatory and other contractual requirements, and the effectiveness on implementation of operational control measures.

- OHS hazards analysis: During the OHS hazards analysis, activities with OHS hazards identified are categorised into different risk level under risk assessment process. According to the results of the risk assessment, risk control safety measures including method statements, in-house safety rules or safe working procedures, are developed. Sometimes, personal protective equipment such as safety helmets, belts and shoes, eyes and ears protectors, and respirators, are used to cope with the hazards.

SOCIAL COMMITMENT – continued

Health and Safety – continued

- Emergency preparedness: Foreseeable emergency situations at site such as fire, explosion and electric shock are identified at the early stage of the project. The corresponding emergency responding procedures and recovery arrangements are established for employees to follow. Emergency drill and training are arranged on a regular basis to ensure proper handling of emergency situations and proper usage of emergency responding equipment including portable fire extinguishers and first-aid equipment.

- Accident investigation: Accident reporting and investigation procedures, as well as the procedures on making recommendation of corrective actions are in place to guide the employees to report an accident in a clear and unbiased manner with a whole picture, to conduct investigation thoroughly and analyse the root cause, and to formulate corrective action or preventive measures to avoid recurrence.

Besides, the Group has introduced and applied certain technological innovation in engineering projects to enhance the site safety:

- Set-up of the construction safety detection platform "viAct", which connects AI surveillance technology to all surveillance cameras in the site, for the purpose of monitoring safety of construction site and workers on a real time and wide-angel basis. Instant alerts and messages are sent to site supervisor when dangers (e.g., site worker does not wear a safety helmet) are identified.

- Introduction of Dasloop, which is a safety helmet (also known as "**IoT for Smart Helmet**") with built-in sensors and GPS functions, as one of the protective equipment. Site supervisor can monitor the real-time health, safety and location of workers remotely through the data transferred through the Cloud when the workers are wearing the helmets. Accurate positioning of workers is important for rescue when the workers have accidents.

- A new type of crusher installed with the Proximity Safety Alarm System, which makes use of the Radio Frequency Identification technology. Whenever a worker approaches the crusher in operation, a sensor in the operation cabin of the crusher will trigger an alarm to alert the operator to stop the crusher to prevent an accident from happening.

SOCIAL COMMITMENT – continued

Health and Safety – continued

In addition, site safety is considered in the design and planning of construction works. Multiple signages are set up on the site to provide clear directions and instructions to both drivers and workers. For instance, pre-defining of the area with clear signages in the landfill where dump trucks can dispose waste to avoid the truck rollover.

During the Reporting Period, all applicable laws and regulations with respect to OHS, including Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), were adhered to by the Group. The Group was not aware of material non-compliances issues related to OHS.

During the Reporting Period, there was 1 case of work-related injuries which resulted in 60 work days lost and 1 work-related fatal accident recorded in the past three reporting periods. The Group is aware of the importance of occupational health and safety to our labour and subcontractors, and will strive to enhance the safety level in workplace to minimize the chance of work-related accidents.

Health and Safety	**2023**	**2022**	**2021**
Number of work-related fatalities	1	0	0

Development and Training

Human capital is the most valuable assets which drives the business growth and long-term success of the Group. The Group places sufficient resources in provision of adequate training and development to employees to ensure that the Group's competent management and workforce are well-equipped with required skills, technical knowledge and capabilities.

Apart from the in-house training such as initial induction training, and regular training on OHS and environmental sustainability for site labour as mentioned under the section "Health and Safety", the Group also sponsors employees to attend training courses organized by external institutions in relation to construction supervision, advanced construction techniques, and technology and management.

SOCIAL COMMITMENT – continued

Development and Training – continued

During the Reporting Period, a total of 17 hours training were conducted, which the average training hours per employee accounts for 0.12 hours. The key performance in training was as follows:

	Percentage of Trained Employees (%)
Total	9%
By Gender	
Female	33%
Male	67%
By Employee Category	
Junior Staff	75%
Directors and senior management	25%

	Training hours (hours)
Average Training hours per staff	3.78
By Gender	
Female	0.21
Male	0.11
By Employee Category	
Junior Staff	0.11
Directors and senior management	0.75

Supply Chain Management

The Group develops a fair and impartial working relationship with suppliers. Contracts and agreements are performed in compliance with contractual requirements and all suppliers are treated with respect and equality.

Whenever possible, the Group compares the price with the different suppliers, evaluates the quality of the raw materials or machinery and confirms the qualifications of the suppliers before making contracts, in order to ensure the quality of the raw materials and machinery under an acceptable price. The group strives to ensure that their suppliers uphold similar stance in sustainability. The Group also tends to maintain long-term relationship with its suppliers for ensuring a stable supply of materials or goods. During the Reporting Period, the Group carried out a regular review on their current suppliers and assess other alternative potential suppliers. Where ever possible, the Group would tend to suspend cooperation with suppliers if significant deterioration was found in the supplier's quality, which can ensure that suppliers conform to the Group's standard.

When choosing a new supplier, besides on the prices, the Group give priority to the suppliers who are environmentally friendly and socially responsible in order to promote and support environmentally preferable products and services in supply chain.

SOCIAL COMMITMENT – continued

Supply Chain Management – continued

Performance of suppliers impose direct impact on the sustainability of the Group's operation. The Group implements the procedures on selection of suppliers strictly to minimize both the environmental and social risks of the Group's supply chain. A systematic supplier management mechanism has been set up to closely monitor the performance of suppliers. The Group site supervision team will also close monitoring the materials that full-fill the requirement standard.

As at 31 March 2023, the Group has 97 major suppliers for the supply of construction and office administrative materials.

Geographical region	No. of major suppliers
Hong Kong	97
Total	**97**

Product Responsibility

One of the primary focus of the Group is to maintain high quality of its construction work and protect its corporate reputation. It is always the Group's emphasis not to put the workers, subcontractors and the general public at risk. The Group achieves its objective by (i) establishing a management system conforming to quality management system standard (ISO 9001:2015), environmental management system standard (ISO 14001:2015) and occupational health and safety management standard (OHSAS 18001:2007); (ii) obtaining various approvals and certificates required for the Group's business operations including Certificate of Registration of General Building Contractor GBC 7/2004, Certificate of Registration of Specialist Contractor SC(SF) 11/2005 – (site formation works), and being admitted on probation on the Approved List for Contractors in the categories of Site Formation (Group B) and Roads and Drainage (Group B) (iii) forming a competent, skilled and experienced management and workforce team; (iv) investment in different types of site equipment to improve efficiency of site operation; (v) maintaining a stable, responsible and high-standard supply chain; (vi) developing or following site management plan which guide the implementation of waste management and OHS policy; and (vii) carrying out close monitoring and on-site supervision on the progress and quality of work.

The Group does not rely heavily on active marketing. Besides, in view of the business nature of the Group and the services provided, advertising, labelling and intellectual property matters are not applicable to the Group. As such, no relevant policies in relation to advertising, labelling are disclosed.

We are dedicated to protecting our customer's privacy. Our Employee Handbook clearly states that neither current nor previous employees are allowed to disclose any confidential information to a third party, both directly and indirectly, without proper authorization from the respective customer. It also requires employees to strictly adhere to relevant laws and regulations depending on which business location they work in. Such laws and regulations include, but are not limited to the Personal Data (Privacy) Ordinance (Cap.486) of Hong Kong.

SOCIAL COMMITMENT – continued

Product Responsibility – continued

We see customer complaints as an important source of improvement. Therefore, we have set up various channels, such as via email and hotline for customers to express their views and opinions. Regarding internal complaints handling, details can be found in the section "Anti-corruption".

During the Reporting Period, the Group has strictly complied with applicable laws and regulations in relation to quality control, and health and safety, including Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), Occupiers Liability Ordinance (Chapter 314 of the Laws of Hong Kong), and Factories and Industrial Undertakings Ordinance (Chapter 59 of the Laws of Hong Kong).

Anti-corruption

The Group sets up a high business integrity and ethics in its corporate culture through the thorough communication with employees on the provisions of code of conduct, conflicts of interest, confidentiality and use of the Group's assets and information as set out in the employee handbook. Employees are encouraged to take part in the promotion of high ethical standards. In addition to abiding by the established code of conducts in employee handbook, employees are encouraged to raise awareness of identification of possible improprieties, and to voice out without fear of reprisals.

The Group provides clear guidance on the whistleblowing policy and procedures by defining the activities which constitute misconduct or malpractice, formulating the reporting procedures of allegation by the whistleblowers and the investigation procedures, and specifying the protection and support provided to the whistleblowers. We provide several whistleblowing channels including dedicated hotline and email address, which encourage employees to raise concerns and report any suspected corruption-related complaints. Audit Committee has overall responsibility to ensure investigation procedures of suspect improprieties are properly conducted, and to protect the whistleblowers from being unfairly dismissed, victimised or punished.

To keep up with the latest regulations in the aspect of anti-corruption, during the Reporting Period, the Group has provided 7 hours of anti-corruption training to its directors and senior management.

During the Reporting Period, the Group has strictly adhered to the relevant laws and regulations in relation to corrupt practices, including Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong). The Group did not have any concluded legal cases regarding corruption practices and issues (including bribery, extortion, fraud and money laundering) brought against the Group or its directors and employees.

Community Investment

The Group understands that its support to the local communities is as important as its commitment to corporate profitability for long-term sustainability of the business. The Group is committed to deploy more resources in community investment planning and continuously seek opportunities to participate in charity and community activities including donations.

During the Reporting Period, the Group has engaged in a number of charity and community activities as follows:

- An amount of HKD5000 is made to Hong Kong Construction Association (HKCA) for regular visits to elderly centres and sponsor of lunchboxes.

- An amount of HKD5000 is made to The Hong Kong Construction Association Charity Fund Ltd for supporting the expenses for elderly.

- An amount of HKD18,000 is donated to Hong Kong Construction Association Young Members Society (HKCA YMS) for the support of young members in joining the contractor community.

SEHK ESG REPORTING GUIDE CONTENT INDEX

Part A: Environmental

ESG Aspects	Related Section(s)	Remarks
A1. Emissions		
Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Environmental Protection	
KPI A1.1 The types of emissions and respective emissions data.	Air Pollution; Environmental Key Performance Data for the Reporting Period	
KPI A1.2 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emission in total (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Air Pollution; Environmental Key Performance Data for the Reporting Period	
KPI A1.3 Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Wastes	
KPI A1.4 Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Wastes; Environmental Key Performance Data for the Reporting Period	
KPI A1.5 Description of emissions target(s) set and steps taken to achieve them.	Use of Resources; Environmental Key Performance Data for the Reporting Period	
KPI A1.6 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Wastes	

SEHK ESG REPORTING GUIDE CONTENT INDEX – continued

Part A: Environmental – continued

ESG Aspects	Related Section(s)	Remarks
A2. Use of Resources		
Policies on the efficient use of resources, including energy, water and other raw materials.	Use of Resources	
KPI A2.1 Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in ’000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources	
KPI A2.2 Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources	
KPI A2.3 Description of energy use efficiency target(s) set and steps taken to achieve them.	Use of Resources	
KPI A2.4 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	Use of Resources	
KPI A2.5 Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.		N/A. Not applicable to the Group’s business.
A3. The Environmental and Natural Resources		
Policies on minimizing the issuer’s significant impact on the environment and natural resources.	The Environmental and Natural Resources	
KPI A3.1 Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	The Environmental and Natural Resources	
A4. Climate Change		
Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Climate Change	
KPI A4.1 Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Climate Change	

SEHK ESG REPORTING GUIDE CONTENT INDEX – continued

Part B. Social

ESG Aspects	Related Section(s)	Remarks
B1. Employment		
Information on the policies and compliance with laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.	Employment and Labour Standards	
KPI B1.1 Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.	Staff Composition	
KPI B1.2 Employment turnover rate by gender, age group and geographical region.	Staff Composition	
B2. Health and Safety		
Information on the policies and compliance with laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety	
KPI B2.1 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	Health and Safety	
KPI B2.2 Lost days due to work injury.	Health and Safety	
KPI B2.3 Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety	
B3. Development and Training		
Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training	
KPI B3.1 The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training	
KPI B3.2 The average training hours completed per employee by gender and employee category.	Development and Training	

SEHK ESG REPORTING GUIDE CONTENT INDEX – continued

Part B. Social – continued

ESG Aspects	Related Section(s)	Remarks
B4. Labour Standards		
Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	Employment and Labour Standards	
KPI B4.1 Description of measures to review employment practices to avoid child and forced labour.	Employment and Labour Standards	
KPI B4.2 Description of steps taken to eliminate such practices when discovered.	Employment and Labour Standards	
B5. Supply Chain Management		
Policies on managing environmental and social risks of the supply chain.	Supply Chain Management	
KPI B5.1 Number of suppliers by geographical region.	Supply Chain Management	
KPI B5.2 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management	
KPI B5.3 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Supply Chain Management	
KPI B5.4 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	Supply Chain Management	

SEHK ESG REPORTING GUIDE CONTENT INDEX – continued

Part B. Social – continued

ESG Aspects	Related Section(s)	Remarks
B6. Product Responsibility		
Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and method of redress.	Product Responsibility	
KPI B6.1 Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Product Responsibility	
KPI B6.2 Number of products and service-related complaints received and how they are dealt with.	Product Responsibility	
KPI B6.3 Description of practices relating to observing and protecting intellectual property rights.	Product Responsibility	
KPI B6.4 Description of quality assurance process and recall procedures.	Product Responsibility	
KPI B6.5 Description of consumer data protection and privacy policies, how they are implemented and monitored.	Product Responsibility	
B7. Anti-corruption		
Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Anti-corruption	
KPI B7.1 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption	
KPI B7.2 Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Anti-corruption	
KPI B7.3 Description of anti-corruption training provided to directors and staff.	Anti-corruption	

SEHK ESG REPORTING GUIDE CONTENT INDEX – continued

Part B. Social – continued

ESG Aspects	Related Section(s)	Remarks
B8. Community investment		
Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure that its activities take into consideration the communities' interests.	Community Investment	
KPI B8.1 Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community Investment	
KPI B8.2 Resources contributed (e.g. money or time) to the focus area.	Community Investment	

PAN-CHINA
天健國際會計師事務所有限公司
Confucius International CPA Limited Certified Public Accountants

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TO THE MEMBERS OF SHEUNG MOON HOLDINGS LIMITED
常滿控股有限公司
(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Sheung Moon Holdings Limited ("the Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 92 to 175, which comprise the consolidated statement of financial position as at 31 March 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR DISCLAIMER OF OPINION

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

As described in note 3.3 to the consolidated financial statements for the year ended 31 March 2023, the Group reported a loss of approximately HK$26,772,000 and as at that date, the Group recorded net current liabilities of approximately HK$98,536,000 and net liabilities of approximately HK$52,888,000. As at the same date, the Group's cash and cash equivalents amounted to approximately HK$3,594,000, while the Group recorded bank borrowings of approximately HK$63,128,000 in current liabilities.

During the year, a wholly-owned subsidiary of the Company did not repay bank borrowings on time with carrying amount of approximately HK$60,082,000 in accordance with the facilities terms of the financial institutions. In June 2023, renewal of part of the borrowings with carrying amount of approximately HK$7,163,000 as at 31 March 2023 has been reached between the Group and the financial institution. The remaining default bank borrowings entitled the banks a right to demand for immediate repayment of the bank borrowings from the Group.

During the year and up to the date of this report, the wholly-owned subsidiary of the Company was engaged in legal proceedings with several creditors in relation to a sum of approximately HK$1,436,000 recorded in trade payables at 31 March 2023.

The directors of the Company have carried out a detailed review of the cash flow forecast of the Group for the next twelve months from the date of this report and have been undertaking a number of measures to improve the Group's liquidity and financial position which are set out in note 3.3 to the consolidated financial statements.

The consolidated financial statements have been prepared on a going concern basis, on the assumptions that the financial institutions do not have any current intention to exercise their right to demand immediate repayment of the bank borrowings and the successful implementation of the measures set out in note 3.3 to the consolidated financial statements. The validity of the going concern basis depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) whether the Group is able to obtain additional sources of financing as and when needed; (ii) the successful negotiations between the Group and the financial institutions for the renewal of or extension for repayment of the current borrowings; (iii) the successful negotiations between the Group and creditors for mediation or extension for repayment of the trade payables; and (iv) whether the Group can successfully improve its operation to generate sufficient operating cash inflow.

Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

In view of the extent of the uncertainty relating to the successful outcome of renewal or extension negotiations of the default bank borrowings and other creditors as to whether they will exercise their rights to demand immediate repayment of the balance or to extend the repayment, we were unable to obtain sufficient appropriate audit evidence in relation to the adoption of the going concern basis in preparing the consolidated financial statements.

OTHER MATTER

i) Had we not disclaimed our opinion in respect of the matter described in the Basis of Disclaimer of Opinion section above, we would otherwise have modified our opinion in respect of the scope limitations on our audit relating to the matters detailed below.

Opening balances and corresponding figures

As detailed in note 3.2 to the consolidated financial statements, management of the Company identified that certain accounting errors occurred and therefore carried out a reassessment for the consolidated financial statement for the year ended 31 March 2022, which form the basis for the corresponding figures presented in the current year's consolidated financial statements, included the limitations on our scope of work on adjustments had been made in the prior year. In addition, management has also not performed any reassessment of the impairment on the property, plant and equipment and right-of-use assets as at 31 March 2022 and was unable to provide us with sufficient appropriate audit evidence to evaluate the recoverable amount used in its impairment test of the property, plant and equipment and right-of-use assets as at 31 March 2022.

Any adjustments that might be found necessary as a result of the matter described above might have a consequential effect on the Group's results and cash flows for the year ended 31 March 2022 and the financial position of the Group as at 31 March 2022 and the related disclosures in the consolidated financial statements.

ii) The consolidated financial statements of the Group for the year ended 31 March 2022 were audited by another auditor who expressed disclaimer of opinion on those statements on 12 August 2022.

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

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

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

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

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, it is not possible to form an opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code.

Confucius International CPA Limited
Certified Public Accountants
YIP YUEN NGA
Practising Certificate Number: P05908

Hong Kong
29 June 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 March 2023

	Notes	**2023** ***HK$'000***	2022 *HK$'000* (Restated)
Revenue from contracts with customers	5	**119,735**	121,283
Direct costs		**(113,058)**	(296,364)
Gross profit (loss)		**6,677**	(175,081)
Other income	6	**3,290**	4,132
Other losses	7	**(8,084)**	(5,567)
Impairment loss on property, plant and equipment		**–**	(2,200)
Impairment loss under expected credit loss model, net of reversal	8	**(2,199)**	(17,139)
Administrative expenses		**(20,510)**	(19,093)
Finance costs	9	**(5,609)**	(4,185)
Loss before taxation	10	**(26,435)**	(219,133)
Taxation	12	**(337)**	8,552
Loss and total comprehensive expense for the year attributable to owners of the Company		**(26,772)**	(210,581)
Loss per share (HK cents per share)	14		
Basic and diluted		**(6.69)**	(52.65)

The accompanying notes are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2023

	Notes	**2023**	2022
		HK$'000	*HK$'000*
			(Restated)
Non-current assets			
Property, plant and equipment	15	**43,062**	55,291
Right-of-use assets	16	**4,645**	19,282
Investment property	17	**–**	12,100
Pledged bank deposits	21	**–**	31,220
		47,707	117,893
Current assets			
Trade and other receivables	18	**17,168**	25,223
Contract assets	19	**7,557**	33,278
Amount due from a joint operation	20	**17**	6
Bank balances and cash	21	**3,594**	7,004
		28,336	65,511
Current liabilities			
Trade and other payables	22	**30,890**	69,310
Contract liabilities	19	**2,954**	5,723
Amount due to an ultimate controlling shareholder	33	**28,065**	–
Tax payable		**337**	–
Bank borrowings	23	**63,128**	124,690
Lease liabilities	24	**1,498**	4,687
		126,872	204,410
Net current liabilities		**(98,536)**	(138,899)
Total assets less current liabilities		**(50,829)**	(21,006)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2023

	Notes	**2023** ***HK$'000***	2022 *HK$'000* (Restated)
Non-current liability			
Lease liabilities	24	**2,059**	5,110
Net liabilities		**(52,888)**	(26,116)
Capital and reserves			
Share capital	26	**4,000**	4,000
Reserves		**(56,888)**	(30,116)
Capital deficiency		**(52,888)**	(26,116)

The accompanying notes are an integral part of these financial statements.

The consolidated financial statements on pages 92 to 175 were approved and authorised for issue by the Board of Directors on 29 June 2023 and are signed on its behalf by:

TANG SZE WO
DIRECTOR

LAI YUNG SANG
DIRECTOR

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 March 2023

	Attributable to owners of the Company					
	Share capital HK$'000	Share premium HK$'000	Other reserve HK$'000 (Note a)	Property revaluation reserve HK$'000 (Note b)	Retained profits (accumulated loss) HK$'000 (Restated)	Total HK$'000 (Restated)
At 1 April 2021	4,000	63,701	10,262	2,695	103,807	184,465
Loss and total comprehensive expense for the year	–	–	–	–	(6,521)	(6,521)
At 31 March 2022 and 1 April 2022, as previously reported	4,000	63,701	10,262	2,695	97,286	177,944
Correction of prior period errors at 1 April 2022	–	–	–	–	(204,060)	(204,060)
At 1 April 2022 (Restated)	4,000	63,701	10,262	2,695	(106,774)	(26,116)
Loss and total comprehensive expense for the year	–	–	–	–	(26,772)	(26,772)
	4,000	63,701	10,262	2,695	(133,546)	(52,888)
Transfer from property revaluation reserve upon disposal of investment property	–	–	–	(2,695)	2,695	–
At 31 March 2023	**4,000**	**63,701**	**10,262**	**–**	**(130,851)**	**(52,888)**

Notes:

(a) The other reserve of the Group represents the difference between the nominal amount of the share capital of Sheung Moon Construction Limited ("Sheung Moon Construction"), an indirect wholly-owned subsidiary of the Company, and the nominal amount of share capital of Attaway Developments Limited ("Attaway Developments"), a direct wholly-owned subsidiary of the Company, pursuant to the Group's reorganisation in preparation for the listing of the Company's shares.

(b) During the year ended 31 March 2017, the use of property of the Group had been changed from owner-occupation to leasing out for rental income. The leasehold land and building with net book value of HK$10,505,000 were transferred from property, plant and equipment to investment property at the date of the end of owner-occupation. Upon the change of intended use, the difference of HK$2,695,000 between the net book value and the fair value of the property of HK$13,200,000 was recognised in other comprehensive income and accumulated in "property revaluation reserve".

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 March 2023

	Notes	2023 HK$'000	2022 HK$'000 (Restated)
Operating activities			
Loss before taxation		**(26,435)**	(219,133)
Adjustments for:			
Depreciation of property, plant and equipment	15	**4,181**	6,713
Depreciation of right-of-use assets	16	**1,687**	3,311
Finance costs	9	**5,609**	4,185
Impairment losses under expected credit loss model, net of reversal	8	**2,199**	17,139
Impairment loss on property, plant and equipment		**–**	2,200
Bank interest income	6	**(10)**	(7)
Net loss on disposal of property, plant and equipment	7	**3,118**	4,490
Net loss on disposal of right-of-use assets	7	**2,886**	777
Loss on fair value change of investment property	7	**–**	300
Loss on disposal of investment property	7	**2,080**	–
Write off of property, plant and equipment	10	**–**	4,984
Write off of right-of-use assets	10	**–**	723
Operating cash flows before movements in working capital		**(4,685)**	(174,318)
Decrease in trade and other receivables		**5,835**	28,008
Decrease in contract assets		**25,742**	124,828
(Increase)/decrease in amount due from a joint operation		**(11)**	3,198
(Decrease)/increase in trade and other payables		**(3,830)**	5,904
(Decrease)/increase in contract liabilities		**(2,769)**	1,230
Decrease in amount due to a joint operation		**–**	(241)
Cash generated from (used in) operations		**20,282**	(11,391)
Income tax paid		**–**	(1,440)
Net cash generated from (used in) operating activities		**20,282**	(12,831)

	Notes	2023 HK$'000	2022 HK$'000 (Restated)
Investing activities			
Purchase of property, plant and equipment	15	**–**	(650)
Proceeds from disposal of property, plant and equipment		**442**	2,844
Proceeds from disposal of right-of-use assets		**1,178**	2,223
Proceeds from disposal of investment property		**10,020**	–
Advance to a sub-contractor		**–**	(2,839)
Repayment from a sub-contractor		**–**	1,086
Withdrawal (placement) of pledged bank deposits		**31,220**	(10,008)
Interest received		**10**	7
Net cash generated from (used in) investing activities		**42,870**	(7,337)
Financing activities			
Drawdown of bank overdraft		**–**	8,417
Bank borrowings raised		**69,381**	440,496
Advance from an ultimate controlling shareholder		**3,135**	–
Repayments of bank borrowings		**(130,943)**	(433,143)
Repayments of lease liabilities		**(2,526)**	(6,752)
Interests paid on bank borrowings		**(5,136)**	(3,620)
Interests paid on lease liabilities		**(473)**	(565)
Net cash (used in) generated from financing activities		**(66,562)**	4,833
Net decrease in cash and cash equivalents		**(3,410)**	(15,335)
Cash and cash equivalents at beginning of the year		**7,004**	22,339
Cash and cash equivalents at end of the year, represented by bank balances and cash		**3,594**	7,004

1. GENERAL INFORMATION

Sheung Moon Holdings Limited (the "Company") was incorporated and registered in the Cayman Islands as an exempted company with limited liability on 31 May 2017 under the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) (as amended from time to time) of the Cayman Islands and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 12 February 2018. The immediate holding company of the Company is Chrysler Investments Limited, which is incorporated in the British Virgin Islands ("BVI") and owned by Mr. Tang Sze Wo ("Mr. SW Tang"). The address of the Company's registered office is at Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and the principal place of business is in Office D, 27/F, The Globe, No. 79 Wing Hong Street, Kowloon, Hong Kong.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 38 to the consolidated financial statements. The Company and its subsidiaries (the "Group") are principally engaged in provision of civil engineering construction service.

The consolidated financial statements are presented in Hong Kong dollars ("HK$"), which is also the functional currency of the Company.

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") for the first time, which are mandatorily effective for the Group's annual periods beginning on or after 1 April 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
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 HKFRSs	Annual Improvements to HKFRSs 2018-2020

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

2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") – continued

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts and the related Amendments[1]
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture[3]
Amendments to HKFRS 16	Lease Liability in Sale and Leaseback[2]
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause[2]
Amendments to HKAS 1	Non-current Liabilities with Covenants[2]
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies[1]
Amendments to HKAS 8	Disclosure of Accounting Estimates[1]
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction[1]

1 Effective for annual periods beginning on or after 1 January 2023.

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

3 Effective date to be determined.

The directors of the Company anticipate that the application of these new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs issued by the HKICPA. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards ("HKAS"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provision of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

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

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.1 Basis of preparation of consolidated financial statements – continued

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

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

3.2 Restatement due to correction of prior year errors

On the preparation of the consolidated financial statements of the Group for the year ended 31 March 2023, management of the Company identified that the final certified value in certain construction contracts were significantly lower than the amounts previously reported for the year ended 31 March 2022. Therefore, the management of the Company has carried out a reassessment of the revenue recorded and identified certain adjustments in the consolidated financial statements for the year ended 31 March 2022. The effect of the prior year adjustments in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022 is set out below:

3.2.1 Nature of the prior year errors

Accounting relating to construction contracts

As detailed in note 3.4 to the consolidated financial statement below, the Group recognised construction revenue by reference to the Group’s efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation on individual construction contracts and for contracts that contain variable consideration.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.2 Restatement due to correction of prior year's errors – continued

3.2.1 Nature of the prior year errors – continued

Accounting relating to construction contracts – continued

A. Measurement and timing of recognition for revenue from construction contracts

As identified by management of the Company, revenue recognised for certain construction contracts included variation considerations based on the total costs incurred without reference to the external surveyors' certifications in last year. It was not appropriate to account for variation considerations when these were not highly probable. In addition, cutoff errors were identified in the revenue recognised for certain construction contracts in last year. These misstatements represent prior period errors that have been corrected by way of prior year adjustments as follows:

- overstatement of revenue of HK$192,824,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022;
- understatement of direct costs of HK$878,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022;
- overstatement of trade and other receivables of HK$1,401,000 recognised in the consolidated statement of financial position as at 31 March 2022;
- overstatement of contract assets of HK$193,037,000 and overstatement of contract liabilities of HK$1,199,000 recognised in the consolidated statement of financial position as at 31 March 2022;
- overstatement of trade payables of HK$1,183,000 recognised in the consolidated statement of financial position as at 31 March 2022; and
- overstatement of amount due from a joint operation of HK$1,646,000 recognised in the consolidated statement of financial position as at 31 March 2022.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.2 Restatement due to correction of prior year's errors – continued

3.2.1 Nature of the prior year errors – continued

Accounting relating to construction contracts – continued

B. Reassessment for impairment on contract assets and trade receivables

Management of the Company also reassessed the impairment on contract assets and trade receivables due to the expected non-payment of the full amount by the customers. As a result, management of the Company determined that some of these contract assets and trade receivables were not recoverable and should have been impaired in prior year. These misstatements represent prior period errors that have been corrected by way of prior year adjustments as follows:

– understatement of impairment loss of contract assets of HK$17,023,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022;

– overstatement of impairment loss of trade receivables of HK$33,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022;

– understatement of impairment loss allowance of contract assets of HK$17,023,000 recognised in the consolidated statement of financial position as at 31 March 2022; and

– overstatement of impairment loss allowance of trade receivables of HK$33,000 recognised in the consolidated statement of financial position as at 31 March 2022.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.2 Restatement due to correction of prior year's errors – continued

3.2.1 Nature of the prior year errors – continued

Accounting relating to construction contracts – continued

C. Income tax provision for prior year

Management of the Company also reassessed the related tax impact on the prior year adjustments. Errors in the income tax provision relates to the tax impact on the prior year adjustments made to correct the prior period errors. The management of the Company made prior year adjustments for income tax provision to correct the prior period errors associated with the adjustments A and B above. These misstatements represent prior period errors that have been corrected by way of prior year adjustments as follows:

– understatement of tax credit of HK$6,632,000 recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022;

– overstatement of tax payable of HK$688,000 recognised in the consolidated statement of financial position as at 31 March 2022; and

– overstatement of deferred tax liabilities of HK$5,944,000 recognised in the consolidated statement of financial position as at 31 March 2022.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.2 Restatement due to correction of prior year's errors – continued

3.2.2 Summary of the effect of restatements due to correction of prior year errors

The following is a summary of the effect of the restatements due to correction of prior year errors on the Group's consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022; and the consolidated statement of financial position as at 31 March 2022.

(i) Effect of restatements on the Group's consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2022

	For the year ended 31 March 2022	Reclassification adjustments	Prior year adjustments			For the year ended 31 March 2022
		3.2.1 (A)	3.2.1 (A)	3.2.1(B)	3.2.1(C)	
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	(As reported)					(Restated)
Revenue from contracts with customers	314,107	–	(192,824)	–	–	121,283
Direct costs	(295,486)	–	(878)	–	–	(296,364)
Gross profit (loss)	18,621	–	(193,702)	–	–	(175,081)
Other income	4,132	–	–	–	–	4,132
Other losses						
– Impairment loss on property, plant and equipment	(2,200)	–	–	–	–	(2,200)
– Others	(5,567)	–	–	–	–	(5,567)
Impairment loss under expected credit loss model, net of reversal	(149)	–	–	(16,990)	–	(17,139)
Administrative expenses	(19,093)	–	–	–	–	(19,093)
Finance costs	(4,185)	–	–	–	–	(4,185)
Loss before taxation	**(8,441)**	**-**	**(193,702)**	**(16,990)**	**-**	**(219,133)**
Taxation	1,920	–	–	–	6,632	8,552
Loss and total comprehensive expense for the year attributable to owners of the Company	**(6,521)**	**-**	**(193,702)**	**(16,990)**	6,632	**(210,581)**
Loss per share (HK cents per share)						
Basic and diluted	**(1.63)**	**-**	**(48.43)**	**(4.25)**	**1.66**	**(52.65)**

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.2 Restatement due to correction of prior year's errors – continued

3.2.2 Summary of the effect of restatements due to correction of prior year errors

(ii) Effect of restatements on the Group's consolidated statement of financial position as at 31 March 2022

	As at 31 March 2022	Reclassification adjustments	Prior year adjustments			As at 31 March 2022
		3.2.1 (A)	3.2.1 (A)	3.2.1(B)	3.2.1(C)	
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	(As reported)					(Restated)
Non-current assets						
Property, plant and equipment	55,291	–	–	–	–	55,291
Right-of-use assets	19,282	–	–	–	–	19,282
Investment property	12,100	–	–	–	–	12,100
Pledged bank deposits	31,220	–	–	–	–	31,220
	117,893	–	–	–	–	117,893
Current assets						
Trade and other receivables	26,591	(3,165)	1,764	33	–	25,223
Contract assets	243,338	4,720	(197,757)	(17,023)	–	33,278
Amount due from a joint operation	1,652	(1,646)	–	–	–	6
Bank balances and cash	7,004	–	–	–	–	7,004
	278,585	(91)	(195,993)	(16,990)	–	65,511
Current liabilities						
Trade and other payables	70,493	(1,646)	463	–	–	69,310
Contract liabilities	6,922	1,555	(2,754)	–	–	5,723
Tax payable	688	–	–	–	(688)	–
Bank borrowings	124,690	–	–	–	–	124,690
Lease liabilities	4,687	–	–	–	–	4,687
	207,480	(91)	(2,291)	–	(688)	204,410
Net current assets (liabilities)	**71,105**	**–**	**(193,702)**	**(16,990)**	**688**	**(138,899)**
Total assets less current liabilities	188,998	–	(193,702)	(16,990)	688	(21,006)
Non-current liabilities						
Lease liabilities	5,110	–	–	–	–	5,110
Deferred tax liabilities	5,944	–	–	–	(5,944)	–
	11,054	**–**	**–**	**–**	**(5,944)**	**5,110**
Net assets (liabilities)	**177,944**	**–**	**(193,702)**	**(16,990)**	**6,632**	**(26,116)**
Total effects on equity	**177,944**	**–**	**(193,702)**	**(16,990)**	**6,632**	**(26,116)**

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.3 Going concern assumption

The Group incurred a loss of approximately HK$26,772,000 for the year ended 31 March 2023 and as at that date, the Group recorded net current liabilities of approximately HK$98,536,000 and net liabilities of approximately HK$52,888,000. As at the same date, the Group's cash and cash equivalents amounted to approximately HK$3,594,000, while the Group recorded bank borrowings of approximately HK$63,128,000 in current liabilities. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to relieve the liquidity pressure and to improve its financial position; and to remediate certain delayed repayments and breach of specific terms and conditions of borrowings from financial institutions which include, but are not limited to, the following:

(i) In June 2023, Mr. SW Tang, a director and the ultimate controlling shareholder of the Company, granted a loan facility of HK$15,000,000 to the Group which is provided on a sub-ordinated basis, i.e. Mr. SW Tang will not demand the Group for repayment of such loan until all the other liabilities of the Group have been satisfied. In addition to the loan facilities granted by Mr. SW Tang as stated above, Mr. SW Tang has also undertaken to provide adequate funds to enable the Group to meet its liabilities and to settle financial obligations to third parties as and when they fall due so that the Group can continue as a going concern and carry on its business without a significant curtailment of operations for the twelve months from the date of approving the consolidated financial statements. Further, Mr. SW Tang has agreed not to request the Group, whenever necessary, to settle the related parties balance amounting to approximately HK$28,065,000 until all other third parties liabilities of the Group have been satisfied;

(ii) The Group has been actively negotiating with the financial institutions for the restructuring of repayment schedules of the existing bank borrowings as proposed by the management of the Company, the directors of the Company do not believe that it is possible that the banks will exercise their discretionary rights to demand immediate repayment. In June 2023, the renewal of part of the carrying amount of borrowings of approximately HK$7,163,000 as at 31 March 2023 has been reached between the Group and a financial institution;

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.3 Going concern assumption – continued

(iii) In June 2023, the Group has successfully entered into a loan facility agreement with a money lending company pursuant to which the Group was granted an amount of HK$10,000,000 for the purpose of supporting the Group's operation and the principal amount will be repaid after 1 year from the date of drawdown;

(iv) The Group has been actively negotiating with its creditors, which have initiated legal proceedings against a wholly-owned subsidiary of the company for a sum of approximately HK$1,436,000, to proceed with mediation in order to reach a settlement regarding the legal proceedings. The Group and the creditors are in discussion of restructuring the repayment schedule of the overdue balances;

(v) The Group will dispose of part of its assets, such as property, plant and equipment and right-of-use assets, if necessary, to generate funds so as to improve its financial position;

(vi) The Group has been actively seeking various fund-raising opportunities, including but not limited to placing and rights issue, depending on the prevailing market conditions, negotiation with strategic investors and the development of the Group's core businesses. The Group will seek professional advice from financial advisors and consultants in conducting these fund-raising activities in order to best serve the interest of the Group and the shareholders as a whole; and

(vii) The Group will continue to take proactive measures to improve operating cash flow by controlling administrative costs and containing capital expenditure.

The directors have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from the date of this report. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from the date of this report. Accordingly, the directors are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies

Basis of consolidation

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

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

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

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

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

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

Interests in joint operations

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The Group accounts for the assets, liabilities, revenues and expenses relating to its interest in a joint operation in accordance with the HKFRSs applicable to the particular assets, liabilities, revenues and expenses.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Interests in joint operations – continued

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with the other parties to the joint operation, and gains and losses resulting from the transactions are recognised in the Group's consolidated financial statements only to the extent of other parties' interests in the joint operation.

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a purchase of assets), the Group does not recognise its share of the gains and losses until it resells those assets to a third party.

Cash and cash equivalents

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

(a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and

(b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Revenue from contracts with customers

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

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

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

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

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

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9 "Financial Instruments" ("HKFRS 9"). In contrast, a receivable represents the Group's unconditional right to consideration, i.e., only the passage of time is required before payment of that consideration is due.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Revenue from contracts with customers – continued

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

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Input method

The progress towards complete satisfaction of a performance obligation is measured based on input method, which is to recognise revenue on the basis of the Group's efforts or inputs to the satisfaction of a performance obligation relative to the total expected inputs to the satisfaction of that performance obligation, that best depict the Group's performance in transferring control of goods or services.

Variable consideration

For contracts that contain variable consideration (i.e., variation order), the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, which better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of each reporting period and the change in circumstances during the reporting period.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Taxation

Income tax expense represents the sum of the income tax expense currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from (loss)/profit before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because 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 temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profits. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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 assets to be recovered.

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

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.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Taxation – continued

For the purposes of measuring deferred tax for investment property that is measured using the fair value model, the carrying amount of such property is presumed to be recovered entirely through sale, unless the presumption is rebutted. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale.

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

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

Borrowing costs

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term and other long-term employee benefits

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

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

Investment property

Investment property is property held to earn rentals and/or for capital appreciation.

Investment property is initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment property is included in profit or loss for the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Property, plant and equipment

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

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

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

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Leases – continued

The Group as a lessee – continued

Right-of-use assets – continued

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

When the Group obtains ownership of the underlying leased assets at the end of the lease term, upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

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

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 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.

Lease liabilities

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

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Leases – continued

The Group as a lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment property measured under fair value model.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

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

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

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

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

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

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

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 "Revenue from Contracts with Customers". Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

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

Financial assets

Classification and subsequent measurement of financial assets

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

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and

- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial assets – continued

Classification and subsequent measurement of financial assets – continued

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income:

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

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

<u>Amortised cost and interest income</u>

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets subject to impairment assessment under HKFRS 9

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

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables and contract assets.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets subject to impairment assessment under HKFRS 9 – continued

(i) Significant increase in credit risk

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

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;

- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;

- an actual or expected significant deterioration in the operating results of the debtor; and

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets subject to impairment assessment under HKFRS 9 – continued

(i) Significant increase in credit risk – continued

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

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.

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets subject to impairment assessment under HKFRS 9 – continued

(iii) Credit-impaired financial assets

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

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

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, 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. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial assets – continued

Impairment of financial assets subject to impairment assessment under HKFRS 9 – continued

(v) Measurement and recognition of ECL

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

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

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

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

Derecognition of financial assets

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

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial liabilities and equity

Classification as debt or equity

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

Equity instruments

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

Financial liabilities at amortised cost

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

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Financial instruments – continued

Financial liabilities and equity – continued

Derecognition of financial liabilities

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

Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

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 of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or nonoccurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

A contingent asset is a possible asset that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. A contingent asset is not recognised but is disclosed in the notes to the consolidated financial statements, where necessary, when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Onerous Contracts

An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of fulfilling the contract. The cost of fulfilling the contract includes both the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling that contract.

Related parties

(a) A person, or a close member of that person's family, is related to the Group if that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group.

(b) An entity is related to the Group if any of the following conditions applies:

- (i) the entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) both entities are joint ventures of the same third party.
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) the entity is controlled or jointly controlled by a person identified in (a).

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES – continued

3.4 Significant accounting policies – continued

Related parties – continued

(b) An entity is related to the Group if any of the following conditions applies: – continued

(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make 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 on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgement in applying the Company's accounting policies

The following is the critical judgement, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Critical judgement in applying the Company's accounting policies – continued

Going concern consideration

In the process of applying the Group's accounting policies, apart from those involving estimations, management has prepared the consolidated financial statements on the assumption that the Group will be able to operate as a going concern in the coming year, which is a critical judgement that has the most significant effect on the amounts recognised in the consolidated financial statements. The assessment of the going concern assumption involves making a judgement by the Directors, at a particular point of time, about the future outcome of events or conditions which are inherently uncertain. The Directors consider that the Group has the capability to continue as a going concern and the major events or conditions, which may give rise to business risks, that individually or collectively may cast significant doubt on the going concern assumption are set out in note 3.3 to the consolidated financial statements.

Key sources of estimation uncertainty

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

Civil engineering construction contracts

The recognition of revenue and contract assets/contract liabilities related to contract work relies on the management's estimation of the progress and outcome of the construction projects, which involves the exercise of significant management judgement, particularly in estimating the total budget costs.

The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each civil engineering construction contract as the contract progresses. Budget costs are prepared by the management of the Group on the basis of agreements, quotations or other correspondences from time to time provided by the major contractors, suppliers or vendors involved and the experience of management. In order to keep the budget accurate and up-to-date, the management of the Group conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimate may have impact on the profit recognised in each period.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Key sources of estimation uncertainty – continued

Civil engineering construction contracts – continued

Recognised amounts of civil engineering construction contract revenue and related receivables reflect management's best estimate of each contract's outcome and stage of completion of the relevant performance obligation using input method, which are determined on the basis of a number of estimates. This includes the profitability assessment of on-going civil engineering construction contracts. For more complex contracts, in particular, costs to complete and contract profitability are subject to significant estimation uncertainty. The actual outcomes of contracts in terms of total cost or revenue may be higher or lower than estimated at the end of the reporting period, which would affect the revenue and cost to be recognised in future years as an adjustment to the amounts recorded to date, as well as to the carrying amounts of contract assets/contract liabilities related to contract work.

During the year ended 31 March 2023, the Group generated revenue of HK$119,735,000 (2022 (restated): HK$121,283,000) and incurred direct costs of HK$113,058,000 (2022 (restated): HK$296,364,000) for civil engineering construction services. As at 31 March 2023, the carrying amounts of contract assets and contract liabilities are HK$7,557,000 (2022 (restated): HK$33,278,000) and HK$2,954,000 (2022 (restated): HK$5,723,000), respectively.

Impairment assessment of trade receivables and contract assets

The management of the Group estimates the amount of impairment loss allowance for trade receivables and contract assets based on the credit risk of trade receivables and contract assets. The assessment of the credit risk of trade receivables and contract assets involves estimation uncertainty as it involves the determination of loss rates for debtors that are assessed individually. When the actual future cash flows are less than expected or more than expected, a material impairment loss or a material reversal of impairment loss may arise accordingly. As at 31 March 2023, the carrying amount of trade receivables and contract assets were HK$5,118,000 (2022 (restated): HK$14,360,000) and HK$7,557,000 (2022 (restated): HK$33,278,000) respectively (net of impairment loss allowance on trade receivables and contract assets of HK$16,000 (2022 (restated): HK$17,000) and HK$17,958,000 (2022 (restated): HK$17,979,000) respectively).

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Key sources of estimation uncertainty – continued

Useful lives of property, plant and equipment and right-of-use assets

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment and right-of-use assets. This estimate is based on the historical experience of the actual useful lives of these assets of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to changes in market conditions. Management will increase the depreciation charge where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

Estimated impairment of property, plant and equipment, and right-of-use assets

Property, plant and equipment, and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement 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 (including right-of-use assets), the Group estimates the recoverable amount of the cash generating unit to which the assets belongs, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

Key sources of estimation uncertainty – continued

Estimated impairment of property, plant and equipment, and right-of-use assets – continued

With the impairment indicators identified for the year ended 31 March 2023, the management of the Group carried out a review of the recoverable amounts of the Group's non-current assets, including property, plant and equipment and right-of-use assets. The recoverable amount of cash generating unit ("CGU") of which these property, plant and equipment and right-of-use assets have been allocated has been determined based on a value in use calculation with reference to the valuation report prepared by an independent professional valuer, Peak Vision Appraisals Limited. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following 5 years. The pre-tax discount rate was around 14% as at 31 March 2023. The cash flows beyond the five-year period are extrapolated using 2% growth rate. Another key assumption for the value in use calculated is the budgeted gross margin, which is determined based on the CGU's past performance and management expectations for the market development.

As at 31 March 2023, the carrying amounts of property, plant and equipment, and right-of-use assets, subject to impairment assessment were HK$43,062,000 and HK$4,645,000 (2022: HK$55,291,000 and HK$19,282,000) respectively, after taking into account the impairment loss of HK$Nil and HK$Nil (2022: HK$2,200,000 and HK$Nil) in respect of property, plant and equipment and right-of-use assets that have been recognised respectively.

Recognition of income taxes and deferred tax assets

Determining income tax provision involves judgment on the future tax treatment of certain transactions. Management evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatments of such transactions are reconsidered periodically to take into account all changes in tax legislation. Deferred tax assets are recognised in respect of deductible temporary differences. As those deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised, management's judgment is required to assess the probability of future taxable profits. Management's assessment is revised as necessary and additional deferred tax assets are recognised if it becomes probable that future taxable profits will allow the deferred tax asset to be recovered.

5. REVENUE AND SEGMENT INFORMATION

Revenue

Revenue represents the fair value of amounts received and receivable from the civil engineering construction services provided by the Group to external customers. The Group's revenue is solely derived from civil engineering construction services in Hong Kong during the year.

(i) Revenue from contracts with customers

Revenue from provision of civil engineering construction services during the year is analysed as follows:

	2023	2022
	HK$'000	HK$'000
		(Restated)
Civil engineering construction contracts recognised over time	**119,735**	121,283

(ii) Performance obligations for contracts with customers

The Group provides construction services to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue is recognised for these construction services based on the stage of completion of the contract using input method.

The Group's construction contracts include payment schedules which require stage payments over the construction period once certain specified milestones are reached. When the Group receives advances from customers before the related construction activity commences, this will give rise to contract liabilities, until the revenue recognised on the specific contract exceeds the amount of the advances.

A contract asset, net of contract liability related to the same contract, is recognised over the period in which the construction services are performed representing the Group's right to consideration for the services performed because the rights are conditioned on the Group's future performance in achieving specified milestones. The contract assets are transferred to trade receivables when the rights become unconditional.

5. REVENUE AND SEGMENT INFORMATION – continued

Revenue – continued

(ii) Performance obligations for contracts with customers – continued

Retention receivables, prior to expiration of defect liability period, are classified as contract assets, which ranges from one to two years from the date of the completion of the construction. The relevant amount of contract asset is reclassified to trade receivables when the defect liability period expires. The defect liability period serves as an assurance that the construction services performed comply with agreed-upon specifications and such assurance cannot be purchased separately.

(iii) Transaction price allocated to the remaining performance obligations for contracts with customers

The following table shows the aggregate amount of the transaction price allocated to performance obligations that are unsatisfied (or partially unsatisfied) as at 31 March 2023 and 2022 as follows:

	2023	2022
	HK$'000	HK$'000
		(Restated)
Total remaining performance obligations	**170,295**	407,781

Based on the information available to the Group at the end of the reporting period, the management of the Company expects the transaction price allocated to the construction contracts as at 31 March 2023 amounting to HK$170,295,000 will be recognised as revenue in the next six months to three years (2022 (restated): HK$407,781,000).

The above transaction price does not include any amounts of variable consideration, unless at the reporting date it is highly probable that the Group has satisfied the conditions for variable consideration. The Group will recognise the expected revenue in future when or as the work is completed.

5. REVENUE AND SEGMENT INFORMATION – continued

Segment information

The executive directors of the Company, being the chief operating decision maker ("CODM"), regularly review revenue analysis by nature of business. The executive directors of the Company considered the operating activities of civil engineering construction services as a single operating segment. The operating segment has been identified on the basis of internal management reports prepared in accordance with accounting policies which conform with HKFRSs, and is regularly reviewed by the CODM. The CODM reviews the overall results, assets and liabilities of the Group as a whole to make decisions about resources allocation and performance evaluation. Accordingly, only entity-wide disclosures, major customers and geographic information are presented.

All of the Group's revenue from external customers and all of the Group's non-current assets were generated from and were physically located in Hong Kong during the years ended 31 March 2023 and 2022.

Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the year is as follows:

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
Customer A	**77,587**	17,328
Customer B	**N/A***	54,138
Customer C	**N/A***	43,406

* Revenue from the relevant customer was less than 10% of the Group's total revenue for the respective year.

6. OTHER INCOME

	2023 HK$'000	2022 HK$'000
Bank interest income	**10**	7
Government subsidies *(Note)*	**1,014**	–
Rental income	**296**	395
Sundry income	**1,970**	3,730
	3,290	4,132

Note: During the year ended 31 March 2023, the Group received government grants of approximately HK$1,014,000 related to Employment Support Scheme provided by the Government of the Hong Kong Special Administrative Region. The purpose of the funding was to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group was required to employ a sufficient number of employees with reference to its proposed employee headcounts in each subsidy month.

7. OTHER LOSSES

	2023 HK$'000	2022 HK$'000
Fair value change of investment property	**–**	300
Loss on disposal of investment property	**2,080**	–
Net loss on disposal of property, plant and equipment	**3,118**	4,490
Net loss on disposal of right-of-use assets	**2,886**	777
	8,084	5,567

8. IMPAIRMENT LOSS UNDER ECL MODEL, NET OF REVERSAL

	2023 HK$'000	2022 HK$'000 (Restated)
Impairment loss (reversed of impairment loss) under ECL model recognised on:		
Trade and other receivables	**2,220**	74
Contract assets	**(21)**	17,065
	2,199	17,139

9. FINANCE COSTS

	2023 HK$'000	2022 HK$'000
Interests on:		
Bank borrowings	**5,001**	3,556
Bank overdraft	**135**	64
Lease liabilities	**473**	565
	5,609	4,185

10. LOSS BEFORE TAXATION

Loss before taxation has been arrived at after charging/(crediting):

	2023 HK$'000	2022 HK$'000
Directors' remuneration (note 11)	**3,599**	4,373
Other staff costs	**33,200**	124,954
Retirement benefit scheme contributions for other staff	**1,215**	4,534
Total staff costs	**38,014**	133,861
Gross rental income from investment property (included in other income)	**(296)**	(395)
Less: direct operating expense incurred for investment property that generates rental income for the year	**71**	59
	(225)	(336)
Auditor's remuneration	**2,000**	1,000
Depreciation of property, plant and equipment	**4,181**	6,713
Depreciation of right-of-use assets	**1,687**	3,311
Write-off of property, plant and equipment	**–**	4,984
Write-off of right-of-use assets	**–**	723

11. DIRECTORS, CHIEF EXECUTIVE AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS

(i) Directors' and chief executive's emoluments

Details of the emoluments paid or payable to the directors of the Company by the Group during the year are as follows:

	Fees *HK$'000*	Salaries and other benefits *HK$'000*	Discretionary bonuses *HK$'000*	Retirement benefit scheme contributions *HK$'000*	Total emoluments *HK$'000*
For the year ended 31 March 2023					
Executive directors					
Mr. SW Tang	**–**	**1,260**	**–**	**11**	**1,271**
Mr. Lai Yung Sang	**–**	**1,300**	**–**	**14**	**1,314**
Mr. Tang Siu Tim	**–**	**720**	**60**	**18**	**798**
Independent non-executive directors					
Dr. Wong Kwok Yiu Chris	**72**	**–**	**–**	**–**	**72**
Mr. Wong Choi Chak	**72**	**–**	**–**	**–**	**72**
Mr. Leung Kim Hong	**72**	**–**	**–**	**–**	**72**
	216	**3,280**	**60**	**43**	**3,599**
For the year ended 31 March 2022					
Executive directors					
Mr. SW Tang	–	2,340	–	18	2,358
Mr. Lai Yung Sang	–	1,560	–	18	1,578
Mr. Tang Siu Tim	–	216	–	5	221
Independent non-executive directors					
Dr. Wong Kwok Yiu Chris	72	–	–	–	72
Mr. Wong Choi Chak	72	–	–	–	72
Mr. Leung Kim Hong	72	–	–	–	72
	216	4,116	–	41	4,373

11. DIRECTORS, CHIEF EXECUTIVE AND FIVE HIGHEST PAID EMPLOYEES' EMOLUMENTS – continued

(i) Directors' and chief executive's emoluments – continued

Mr. SW Tang acts as the chief executive of the Company and his emoluments disclosed above include those for services rendered by him as the chief executive.

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.

Neither the chief executive nor any of the directors of the Company waived any emoluments during the year.

(ii) Information regarding five highest paid employees' emoluments

For the year ended 31 March 2023, out of the five individuals with the highest emoluments in the Group, three (2022: two) were directors of the Company, whose emoluments are included in the disclosures above. The emoluments of the remaining two (2022: three) individuals are as follows:

	2023 ***HK$'000***	2022 *HK$'000*
Employees		
– salaries and other benefits	**1,327**	2,685
– discretionary bonus	**115**	–
– Retirement benefit scheme contributions	**31**	54
	1,473	2,739

The number of the highest paid employees who are not directors of the Company whose remuneration fell within the following bands as follows:

	Number of employees	
	2023	2022
Nil to HK$1,000,000	**2**	3

No emoluments were paid by the Group to the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

12. TAXATION

	2023 HK$'000	2022 HK$'000 (Restated)
Tax charge (credit) comprises:		
Hong Kong Profits Tax:		
Under-provision in prior years	**337**	68
Deferred taxation (note 25)	**–**	(8,620)
	337	(8,552)

The Hong Kong Profits Tax of a subsidiary of the Group is calculated at 8.25% on the first HK$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK$2 million. The profits of group entities not qualifying for the two-tiered profits tax regime will be taxed at a flat rate of 16.5%.

The taxation for the years can be reconciled to the loss before taxation in the consolidated statement of profit or loss and other comprehensive income as follows:

	2023 HK$'000	2022 HK$'000 (Restated)
Loss before taxation	**(26,435)**	(219,133)
Taxation at the Hong Kong Profits Tax rate of 16.5%	**(4,362)**	(36,157)
Tax effect of expenses not deductible for tax purpose	**2,899**	2,711
Tax effect of income not taxable for tax purpose	**(167)**	(2)
Income tax at concessionary rate	**–**	(185)
Under provision in respect of prior years	**337**	68
Tax effect of tax losses not recognised	**1,630**	25,013
Income tax charge (credit) for the year	**337**	(8,552)

13. DIVIDEND

The board of directors of the Company does not recommend the payment of any final dividend for the year ended 31 March 2023 (2022: nil).

14. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
Loss		
Loss for the year attributable to owners of the Company for the purposes of calculating basic and diluted loss per share	**26,772**	210,581
	'000	'000
Number of shares		
Number of ordinary shares for the purpose of calculating basic and diluted loss per share	**400,000**	400,000

There were no potential dilutive shares in existence during the years ended 31 March 2023 and 2022, therefore, diluted loss per share is same as the basic loss per share.

15. PROPERTY, PLANT AND EQUIPMENT

	Land and building HK$'000	Leasehold improvements HK$'000	Motor vehicle HK$'000	Plant and machinery HK$'000	Office equipment, furniture and fixtures HK$'000	Total HK$'000
Cost						
At 1 April 2021	32,195	991	13,869	47,746	2,098	96,899
Additions	–	–	–	650	–	650
Written off/disposal	–	–	(1,675)	(16,053)	(873)	(18,601)
At 31 March 2022 and 1 April 2022	**32,195**	**991**	**12,194**	**32,343**	**1,225**	**78,948**
Transfer from right-of-use assets	**–**	**–**	**2,385**	**3,942**	**–**	**6,327**
Disposal	**–**	**–**	**(5,736)**	**(16,619)**	**–**	**(22,355)**
At 31 March 2023	**32,195**	**991**	**8,843**	**19,666**	**1,225**	**62,920**
Depreciation and impairment						
At 1 April 2021	751	77	5,270	13,173	1,476	20,747
Provided for the year	644	99	1,345	4,302	323	6,713
Elimination on written off/ disposal	–	–	(678)	(4,887)	(718)	(6,283)
Transfer from right-of-use assets	–	–	280	–	–	280
Impairment loss recognised in profit or loss	2,200	–	–	–	–	2,200
At 31 March 2022 and 1 April 2022	**3,595**	**176**	**6,217**	**12,588**	**1,081**	**23,657**
Provided for the year	**598**	**99**	**886**	**2,500**	**98**	**4,181**
Transfer from right-of-use assets	**–**	**–**	**1,679**	**2,323**	**–**	**4,002**
Elimination on disposal	**–**	**–**	**(3,792)**	**(8,190)**	**–**	**(11,982)**
At 31 March 2023	**4,193**	**275**	**4,990**	**9,221**	**1,179**	**19,858**
Carrying amounts						
At 31 March 2023	**28,002**	**716**	**3,853**	**10,445**	**46**	**43,062**
At 31 March 2022	28,600	815	5,977	19,755	144	55,291

15. PROPERTY, PLANT AND EQUIPMENT – continued

Depreciation is provided to write off the cost of items of property, plant and equipment over their estimated useful lives, using the straight-line method, over the following terms or at the following rates per annum:

Land and building	2%
Leasehold improvements	Over the shorter of lease terms or 10%
Motor vehicles	10% – 20%
Plant and machinery	10%
Office equipment, furniture and fixtures	20% – 30%

The Group's building is situated on land in Hong Kong.

As at 31 March 2023, the net book values of land and building include an amount of HK$28,002,000 (2022: HK$28,600,000), the net book values of motor vehicles include an amount of HK$486,000 (2022: HK$763,000), and net book values of plant and machinery include an amount of HK$1,584,000 (2022: HK$3,197,000) in respect of assets pledged for secured bank borrowings.

As at 31 March 2023, the management performed impairment assessment on property, plant and equipment of the cash-generating unit in accordance with HKAS 36. The management estimated the recoverable amount of those cash-generating units of which these property, plant and equipment have been allocated are higher than their carrying amount, so no impairment loss was recognised for the year ended 31 March 2023.

Details of the non-cash transactions for disposal of property, plant and equipment during the reporting period are disclosed in note 35(ii) to the consolidated financial statements.

16. RIGHT-OF-USE ASSETS

The lease terms of the Group's motor vehicles and plant and machinery range from 3 to 5 years. Depreciation is provided to write off the cost of items of right-of-use assets over their expected useful lives using straight-line method. When there is no reasonable certainty that ownership will be obtained by the end of the lease term, the assets are depreciated over the lease term.

	Motor vehicles	**Plant and machinery**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
Cost			
At 1 April 2021	19,463	10,909	30,372
Additions	5,310	–	5,310
Written off/disposal	(2,849)	(4,020)	(6,869)
At 31 March 2022 and 1 April 2022	**21,924**	**6,889**	**28,813**
Transfer to property, plant and equipment	**(2,385)**	**(3,942)**	**(6,327)**
Disposal	**(13,842)**	**(2,947)**	**(16,789)**
At 31 March 2023	**5,697**	**–**	**5,697**
Depreciation			
At 1 April 2021	5,681	3,965	9,646
Provided for the year	2,197	1,114	3,311
Elimination on written off/disposal	(1,313)	(1,833)	(3,146)
Transfer to property, plant and equipment	(280)	–	(280)
At 31 March 2022 and 1 April 2022	**6,285**	**3,246**	**9,531**
Provided for the year	**1,193**	**494**	**1,687**
Transfer to property, plant and equipment	**(1,679)**	**(2,323)**	**(4,002)**
Elimination on disposal	**(4,747)**	**(1,417)**	**(6,164)**
At 31 March 2023	**1,052**	**–**	**1,052**
CARRYING AMOUNTS			
At 31 March 2023	**4,645**	**–**	**4,645**
At 31 March 2022	15,639	3,643	19,282

16. RIGHT-OF-USE ASSETS – continued

As at 31 March 2023, motor vehicles and plant and machinery with carrying values of HK$4,645,000 and HK$Nil respectively (2022: HK$15,639,000 and HK$3,643,000 respectively), were held under lease liabilities. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessors. Leased assets may not be used as security for borrowing purposes.

	2023	2022
	HK$'000	*HK$'000*
Expenses relating to short-term leases - site equipment	**390**	7,163
Total cash outflow for leases	**3,389**	14,480

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

As at 31 March 2023, the management performed impairment assessment on right-of-use assets of the cash-generating unit in accordance with HKAS 36. The management estimated the recoverable amount of those cash-generating units of which these right-of-use assets have been allocated are higher than their carrying amount, so no impairment loss was recognised for the year ended 31 March 2023 (2022: HK$Nil).

Details of the non-cash transactions for disposal of right-of-use assets during the reporting period are disclosed in note 35(ii) to the consolidated financial statements.

17. INVESTMENT PROPERTY

	2023	2022
	HK$'000	*HK$'000*
Fair value		
Balance at beginning of the year	**12,100**	12,400
Fair value change during the year	**–**	(300)
Disposed of during the year	**(12,100)**	–
Balance at end of the year	**–**	12,100

On 4 January 2023, the Group entered into an agreement with an independent third party for the disposal of an investment property of the Group at a consideration of HK$10,020,000.

The Group's property interests held under operating leases to earn rentals for capital appreciation purposes are measured using the fair value and are classified and accounted as investment property.

The fair value of the Group's investment property as at 31 March 2022 was arrived at on the basis of a valuation carried out by CHFT Advisory and Appraisal Limited, independent qualified professional valuers not connected to the Group. The fair value was determined based on direct comparison method making reference to comparable sales transactions as available in the relevant markets.

17. INVESTMENT PROPERTY – continued

In determining the fair value of the property, the directors of the Company determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuer to perform the valuation. The directors of the Company work closely with the qualified external valuer to establish the appropriate valuation techniques and inputs to the model.

In estimating the fair value of the investment property, the highest and best use of the property is its current use.

The following table gives information about how the fair value of the investment property is determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements are observable.

	Fair value as at			
Investment property held by the Group	**31 March 2023** ***HK$'000***	31 March 2022 *HK$'000*	**Fair value hierarchy**	**Valuation techique and key input(s)**
Commercial property in Hong Kong	–	12,100	Level 2	Direct comparison method based on the market observable transactions of similar properties and adjust to reflect the conditions and locations of the subject properties

There were no transfers into or out of Level 2 during the year.

As at 31 March 2022, the Group has pledged the investment property to secure general banking facilities granted to the Group.

18. TRADE AND OTHER RECEIVABLES

	2023 ***HK$'000***	2022 *HK$'000* (Restated)
Trade receivables – net of impairment loss allowance	**5,118**	14,360
Prepayments	**62**	150
Deposits – net of impairment loss allowance *(Note a)*	**4,828**	4,435
Other receivables – net of impairment loss allowance *(Note b)*	**7,160**	6,278
	17,168	25,223

18. TRADE AND OTHER RECEIVABLES – continued

Notes:

(a) As at 31 March 2023, a deposit of HK$3,323,000 (2022: HK$3,323,000) was placed with a main contractor for arranging a surety bond with an insurance company for a construction project which the main contractor had partially sub-contracted to the Group. The amount is interest-free and repayable within 7 days upon the insurance company released the original surety bond to the main contractor.

(b) As at 31 March 2023, other receivables included an advance of HK$6,584,000 (2022: HK$6,584,000) (being the gross amount without impairment loss allowance of HK$1,499,000 (2022: HK$306,000)) to a sub-contractor for a construction project which the Group had sub-contracted. The amount is unsecured, interest-free and expected to be realised within twelve months from the end of the reporting period. The related party of shareholder of the sub-contractor had provided personal guarantee in respect of such advances to the sub-contractor.

As at 1 April 2021, trade receivables from contracts with customers net of impairment loss allowance amounted to approximately HK$38,737,000.

Trade receivables are generally due within 45 days from the date of invoices on progress payments of contract work or the date of billing. The following is an ageing analysis of the trade receivables presented based on the customer's payment certificate date at the end of the reporting period, net of the impairment loss allowance:

	2023 ***HK$'000***	2022 *HK$'000* (Restated)
0 – 30 days	**3,380**	13,290
31 – 60 days	**528**	106
61 – 90 days	**1,120**	51
91 – 180 days	**–**	–
Over 180 days	**90**	913
	5,118	14,360

As at 31 March 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK$90,000 (2022 (restated): HK$913,000) which has been past due for over 90 days. The Group does not hold any collateral over these balances.

Details of impairment assessment of trade and other receivables are set out in note 31 to the consolidated financial statements.

19. CONTRACT ASSETS/CONTRACT LIABILITIES

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
Contract assets:		
Unbilled revenue from construction services	**929**	12,570
Retention receivables	**6,628**	20,708
	7,557	33,278
Contract liabilities:		
Advances from customers	**2,954**	5,723

As at 1 April 2021, contract assets net of impairment loss allowance, and contract liabilities amounted to approximately HK$175,171,000 and HK$4,493,000, respectively.

Contract assets arise when the Group has right to consideration for completion of civil engineering construction services and not yet billed under the relevant contracts, and their right is conditioned on factors other than passage of time. Any amount previously recognised as a contract asset is reclassified to trade receivables when such right becomes unconditional. Remaining rights and performance obligations in a particular contract is accounted for and presented on a net basis, as either a contract asset or a contract liability. If the progress payment exceeds the revenue recognised to date under the input method, the Group recognises a contract liability for such difference.

Contract assets and contract liabilities are classified as current assets and current liabilities, as they are expected to be settled within the Group's normal operating cycle.

Retention receivables is unsecured and interest-free and represented the monies withheld by customers and recoverable after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, usually being 1 to 2 years from the date of completion of respective civil engineering construction services projects. The terms and conditions in relation to the release of retention vary from contract to contract, which is subject to practical completion, the expiry of the defect liability period or a pre-agreed time period.

19. CONTRACT ASSETS/CONTRACT LIABILITIES – continued

Part of the Group's contract assets are the retention receivables to be settled, based on the expiry of the defect liability period of the relevant contracts at the end of the reporting period as follows:

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
On demand or within one year	**1,398**	15,095
After one year	**5,230**	5,613
	6,628	20,708

All of the other contract assets are expected to be recovered within one year.

Details of the impairment assessment of contract assets are set out in note 31 to the consolidated financial statements.

Typical payment terms which impact on the amount of advances from customers in contract liabilities recognised are as follows:

When the Group receives advances from customers before the related construction activity commences, this will give rise to contract liabilities, until the revenue recognised on the relevant contract exceeds the amount of the advances.

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities.

	Advances from customers
	HK$'000
For the year ended 31 March 2023	
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	**3,633**
For the year ended 31 March 2022	
Revenue recognised that was included in the contract liabilities balance at the beginning of the year (Restated)	3,115

19. CONTRACT ASSETS/CONTRACT LIABILITIES – continued

The changes in contract assets and contract liabilities are mainly due to (i) changes in the progress of contract works when the Group satisfies the performance obligation under the contracts; and (ii) reclassification to trade receivables when the Group has unconditional right to the consideration.

Contract liabilities as at the end of each reporting period are expected to be recognised as revenue in subsequent years.

20. AMOUNT DUE FROM A JOINT OPERATION

As at 31 March 2023 and 2022, the amount due from a joint operation is unsecured, interest-free and expected to be realised within twelve months from the end of the reporting period.

21. PLEDGED BANK DEPOSITS AND BANK BALANCES AND CASH

As at 31 March 2022, pledged bank deposits of HK$31,220,000 represents bank deposits pledged to banks to secure bank borrowings of the Group amounting to HK$83,208,000 which is expected to be recovered after one year and therefore classified as non-current assets. The pledged bank deposits carry fixed interest rate ranging from 0.01% to 0.30% per annum as at 31 March 2022.

Bank balances carry interest at prevailing market rate of 0.002% (2022: 0.002%) per annum as at 31 March 2023.

22. TRADE AND OTHER PAYABLES

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
Trade payables *(Note a)*	**11,275**	55,488
Retention payables *(Note b)*	**4,507**	4,583
Accruals and other payables	**9,546**	2,149
Accrued salaries	**5,562**	7,090
	30,890	69,310

Notes:

(a) The credit period of trade payables ranges from 0 to 30 days generally.

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
0 – 30 days	**384**	5,487
31 – 60 days	**370**	2,000
61 – 90 days	**502**	4,800
Over 90 days	**10,019**	43,201
	11,275	55,488

Details of the non-cash transactions for settlement of trade payables during the reporting period are disclosed in note 35 to the consolidated financial statements.

(b) Retention payables to subcontractors of contract works are interest-free and payable by the Group after the completion of defect liability period of the relevant contracts or in accordance with the terms specified in the relevant contracts, ranging from 1 to 2 years from the completion date of the respective contracts, of which approximately HK$1,280,000 (2022: HK$1,108,000) are expected to be settled after more than one year.

All of the other trade and other payables are expected to be settled within one year or are repayable on demand.

23. BANK BORROWINGS

	2023	2022
	HK$'000	*HK$'000*
Secured and variable-rate bank borrowings	**56,179**	86,685
Unsecured and fixed-rate bank borrowings	**6,844**	29,588
Unsecured and variable-rate bank overdraft	**105**	8,417
	63,128	124,690
The carrying amounts are repayable*:		
Within one year	**49,750**	106,804
More than one year but not exceeding two years	**1,570**	2,494
More than two years but not exceeding five years	**2,295**	3,948
More than five years	**9,513**	11,444
	63,128	124,690

* The amounts due are based on scheduled repayment dates set out in the loan agreements. However, as all bank borrowings contained a repayable on demand clause and therefore all of the Group's bank borrowings are classified as current liabilities.

The above variable-rate bank borrowings bear interest ranging from Hong Kong Interbank Offered Rate ("HIBOR") +1.65% to HIBOR +7.5%. The ranges of effective interest rates (which are also equal to contracted interest rates) on the Group's bank borrowings are as follows:

	2023	2022
Effective interest rate per annum:		
Fixed-rate bank borrowings	**4.00% to 4.37%**	4.36% to 5.06%
Variable-rate bank borrowings	**3.80% to 9.65%**	2.80% to 4.59%

The secured bank borrowings are secured by the investment property and certain property, plant and equipment owned by the Company as stated in notes 17 and 15 to the consolidated financial statements, respectively and/or the pledged bank deposits as stated in note 21 to the consolidated financial statements. As at 31 March 2023 and 2022, all bank borrowings of the Group are guaranteed by the Company and an ultimate controlling shareholder of the Company.

As at 31 March 2023, bank borrowings amounted to approximately HK$60,082,000 were overdue. The Group was charged default interest expense for the year ended 31 March 2023.

24. LEASE LIABILITIES

	2023	2022
	HK$'000	*HK$'000*
Lease liabilities payable:		
Within one year	**1,498**	4,687
More than one year but not exceeding two years	**1,219**	2,955
More than two years but not exceeding five years	**840**	2,155
	3,557	9,797
Less: Amount due for settlement within 12 months shown under current liabilities	**(1,498)**	(4,687)
Amount due for settlement after 12 months shown under non-current liabilities	**2,059**	5,110

The incremental borrowings rates applied to lease liabilities range from 4.19% to 4.76% (2022: from 3.75% to 6.58%).

Restrictions or covenants on leases

As at 31 March 2023, included in the Group's lease liabilities, balances amounting to approximately of HK$Nil (2022: HK$19,000) were recognised, with related right-of-use assets of HK$Nil (2022: HK$17,600), of which the relevant lease agreements do not impose any covenants other than the security deposits in the leased assets that are held by the lessor. The related leased assets may not be used as security for borrowing purposes.

Details of the non-cash transactions for settlement of lease liabilities during the reporting period are disclosed in note 35(ii) to the consolidated financial statements.

25. DEFERRED TAXATION

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Tax losses	**Accelerated tax depreciation**	**Total**
	HK$'000	*HK$'000*	*HK$'000*
At 1 April 2021	–	8,620	8,620
Credited to profit or loss *(note 12)* (restated)	(5,944)	(2,676)	(8,620)
At 31 March 2022 and 1 April 2022	(5,944)	5,944	–
Charged (credited) to profit or loss *(note 12)*	3,152	(3,152)	–
At 31 March 2023	(2,792)	2,792	–

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

	2023	2022
	HK$'000	*HK$'000*
		(Restated)
Deferred tax assets	**(2,792)**	(5,944)
Deferred tax liabilities	**2,792**	5,944
	–	–

At the end of the reporting period, the Group has unused tax losses of approximately HK$162,200,000 (2022: HK$151,594,000) for offset against future profits. The tax losses are subject to the final assessment and determination by the tax authority of jurisdiction where the tax losses arise. A deferred tax asset has been recognised in respect of approximately HK$16,921,000 (2022: HK$36,024,000) of such losses. No deferred tax asset has been recognised in respect of the remaining approximately HK$145,279,000 (2022: HK$115,570,000) due to the unpredictability of future profit streams. All tax losses may be carried forward indefinitely.

At the end of the reporting period, the Group had deductible temporary differences mainly in respect of impairment of certain assets in aggregate of approximately HK$20,501,000 (2022: approximately HK$18,302,000). No deferred tax asset had been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

26. SHARE CAPITAL

Details of the share capital of the Company are disclosed as follows:

	Number of shares	*HK$'000*
Ordinary shares of HK$0.01 each		
Authorised:		
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	2,000,000,000	20,000
Issued and fully paid:		
At 1 April 2021, 31 March 2022, 1 April 2022 and 31 March 2023	400,000,000	4,000

There was no movement in the Company's share capital during both years.

27. OPERATING LEASING ARRANGEMENTS

The Group as lessor

Undiscounted lease payments receivables on lease are as follows:

	2023	2022
	HK$'000	*HK$'000*
Within one year	**–**	5,110

28. RETIREMENT BENEFIT SCHEME

The Group participates a MPF Scheme under the rules and regulations of the Mandatory Provident Fund Schemes Ordinance for all its employees in Hong Kong. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. Except for voluntary contribution, no forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years. The cap of contribution amount is HK$1,500 per employee per month.

The retirement benefit scheme contributions arising from the MPF Scheme charged to the consolidated statement of profit or loss and other comprehensive income represent contributions paid or payable to the funds by the Group at rates specified in the rules of the schemes.

The contributions paid and payable to the scheme by the Group for staff employees and directors of the Company are disclosed in notes 10 and 11 to the consolidated financial statements, respectively.

29. SHARE-BASED PAYMENT TRANSACTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to a written resolution passed on 24 January 2018 for the primary purpose of providing incentives to directors and eligible employees. Unless otherwise terminated or amended, the Scheme will remain in force for 10 years. Details of the Scheme are set out in the section headed "Share Option Scheme" of the report of the directors in this annual report.

No share options were granted, exercised, cancelled or lapsed under the Scheme during both years nor outstanding as at the end of the reporting period.

30. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes amount due to an ultimate controlling shareholder, bank borrowings and lease liabilities, as disclosed in respective notes, net of cash and cash equivalents and equity attributable to owners of the Group, comprising issued share capital and reserves.

The directors of the Company review the capital structure regularly. As part of this review, the directors of the Company consider the cost of capital and the risk associated with each class of capital, and will balance its overall capital structure through new share issue as well as the issue of new debts or the redemption of existing debts.

31. FINANCIAL INSTRUMENTS

Categories of financial instruments

	2023 ***HK$'000***	2022 *HK$'000* (Restated)
Financial assets		
Amortised cost	**20,717**	63,303
Financial liabilities		
Amortised cost	**125,640**	203,797

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from a joint operation, pledged bank deposits, bank balances and cash, trade and other payables, amount due to an ultimate controlling shareholder, bank borrowings and lease liabilities. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The directors of the Company manage and monitor these exposures to ensure appropriate measures are implemented on a timely and effective manner.

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate bank balances and bank borrowings (see note 23 to the consolidated financial statements for details of the bank borrowings). The Group is also exposed to fair value interest rate risk in relation to fixed-rate pledged bank deposits, bank borrowings and lease liabilities.

The Group currently does not have a policy on hedges of interest rate risk. However, the directors of the Company monitor interest rate exposure and will consider hedging significant interest rate risk should the need arise.

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and Hong Kong Interbank Offered Rate arising from the Group's variable-rate bank borrowings.

Sensitivity analysis

The directors of the Company consider the Group's exposures of the bank balances are not significant as interest bearing bank balances are within short maturity period and thus they are not included in sensitivity analysis.

The sensitivity analysis below has been determined based on the exposure to interest rates for its variable-rate bank borrowings. The analysis is prepared assuming the variable-rate bank borrowings at the end of the reporting period were outstanding for the whole year and 50 basis points increase or decrease are used.

If interest rates have been 50 basis points higher/lower for variable-rate bank borrowings and all other variables were held constant, the Group's post-tax loss for the year ended 31 March 2023 would increase/decrease by approximately HK$235,000 (2022: post-tax loss would increase/decrease by approximately HK$397,000).

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Credit risk and impairment assessment

The Group's credit risk is primarily attributable to trade and other receivables, contract assets, amount due from a joint operation, pledged bank deposits and bank balances.

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge the obligations by counterparties is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position at the end of the reporting period. As at 31 March 2023 and 2022, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except for the personal guarantee provided by the related party of shareholder of a sub-contractor as disclosed in note 18(b) to the consolidated financial statements.

Trade receivables and contract assets

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group will assess the potential customer's credit quality and defines credit limits by customer. Limits and credit rating attributed to customers are reviewed every year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has concentration of credit risks with exposure limited to certain customers. The Group's largest debtor contributed approximately 49% (2022: 0%) of the Group's trade receivables and 0% (2022: 54%) of the Group's contract assets. The Group's five largest debtors contributed approximately 89% (2022: 76%) of the Group's trade receivables and 55% (2022: 79%) of the Group's contract assets, respectively.

In determining the ECL, management has taken into account the historical default experience and the financial position of the counterparties, adjusted for factors that are specific to the debtors and general economic conditions of the industry in which the debtors operate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case. Impairment loss allowance for trade receivables and contract assets has been measured at an amount equal to lifetime ECL.

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

Other receivables, deposits and amount due from a joint operation

For other receivables, deposits and amount due from a joint operation, the management of the Group makes periodic individual assessment on the recoverability of other receivables, deposits and amount due from a joint operation based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management of the Group believes that there is no significant increase in credit risk of the Group's other receivables, deposits and amount due from a joint operation since initial recognition (except for the balance with gross carrying amount of approximately HK$856,000 (2022: HK$Nil) as at 31 March 2023 was assessed individually, in which the directors of the Company considered the balance with gross carrying amount of approximately HK$856,000 to be credit-impaired since the directors of the Company believed that it was difficult to recover such balance from counterparty) and the Group recognised impairment loss based on 12-month ECL. As a result, impairment loss of approximately HK$2,221,000 (2022: approximately HK$103,000) was recognised during the year ended 31 March 2023.

Pledged bank deposits and bank balances

The management of the Group considers the pledged bank deposits and bank balances that are deposited with the financial institutions with good credit rating to be low credit risk financial assets. The management of the Group considers the bank balances are short-term in nature and the probability of default is negligible on the basis of high-credit-rating issuers, and accordingly, impairment loss allowance was considered as insignificant.

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets	Other financial assets
Low	The counterparty has a low risk of default and does not have any past due amounts	Lifetime ECL – not credit-impaired	12m ECL – not credit-impaired
Medium	Debtor regularly repays on time but sometimes settle after due date	Lifetime ECL – not credit-impaired	12m ECL – not credit-impaired
High	There have been significant increase credit risk since initial recognition through information developed internally or externally resource	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery of debtors over two years after due date	Amount is written off	Amount is written off

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	Gross carrying amount 2023 HK$'000	Gross carrying amount 2022 HK$'000 (Restated)
Financial assets at amortised cost						
Trade receivables	18	N/A	Note a	Lifetime ECL (Individual assessment)	**5,134**	14,377
Other receivables and deposits	18	N/A	Note b	12m ECL	**13,659**	11,019
	18	N/A	Note b	Lifetime ECL (Credit-impaired)	**856**	–
Amount due from a joint operation	20	N/A	Note b	12m ECL	**17**	6
Pledged bank deposits	21	Aa3 to A1	N/A	12m ECL	**–**	31,220
Bank balances	21	Aa3 to Baa2	N/A	12m ECL	**3,494**	6,904
Other items						
Contract assets	19	N/A	Note a	Lifetime ECL (Individual assessment)	**7,608**	33,350
	19	N/A	Note a	Lifetime ECL (Credit-impaired)	**17,907**	17,907

Notes:

a. For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the impairment loss allowance at lifetime ECL. The Group determines the expected credit losses on these items on an individual basis.

b. For the purposes of internal credit risk management, the Group uses past due information to assess whether credit risk has increased significantly since initial recognition. All of these balances are not past due at 31 March 2023 and 2022.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relation to its civil engineering construction services operation. Except for Impairment loss made for certain contract assets with gross carrying amount of approximately HK$17,907,000 for the year ended 31 March 2022, the lifetime ECL on trade receivables and other contract assets are assessed individually with credit loss rates ranging from 0.01% to 1.84% (2022: 0.03% to 1.65%).

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach:

	Lifetime ECL (Not credit-impaired)		Lifetime ECL Credit-impaired	
	Trade receivables *HK$'000*	**Contract assets** *HK$'000*	**Contract assets** *HK$'000*	**Total** *HK$'000*
As at 1 April 2021	46	914	–	960
Changes due to financial instruments recognised:				
– Impairment losses reversed	(46)	(914)	–	(960)
– New assets originated	50	956	–	1,006
As at 31 March 2022 and 1 April 2022, as previously reported	50	956	–	1,006
Correction of prior period errors as at 1 April 2022:				
– Transfer to credit-impaired	–	(480)	480	–
– (Reversal of impairment losses) impairment losses recognised, net	(33)	(404)	17,427	16,990
As at 1 April 2022 (restated)	17	72	17,907	17,996
Changes due to financial instruments recognised:				
– Reversal of impairment losses recognised, net	(1)	(21)	–	(22)
As at 31 March 2023	16	51	17,907	17,974

Change in impairment loss allowance for trade receivables and contract assets during the year ended 31 March 2023 are mainly due to subsequent settlement from the debtors during the year ended 31 March 2023 while change in impairment loss allowance for trade receivables and contract assets during the year ended 31 March 2022 was mainly due to full impariment loss recognised for certain contract assets with gross carrying amount of approximately HK$17,907,000 since the directors of the Company considered that it was difficult to recover such balances from counterparties.

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Credit risk and impairment assessment – continued

The following table shows movement in ECL that has been recognised for other receivables and deposits:

	12m ECL (Not credit-impaired) *HK$'000*	**Lifetime ECL (Credit-impaired)** *HK$'000*	**Total** *HK$'000*
As at 1 April 2021	203	–	203
Changes due to financial instruments recognised:			
– Impairment loss reversed	(203)	–	(203)
– New assets originated	306		306
As at 31 March 2022 and 1 April 2022	306	–	306
Changes due to financial instruments recognised:			
– Impairment losses recognised, net	1,365	856	2,221
As at 31 March 2023	1,671	856	2,527

Change in impairment loss allowance for other receivables and deposits during the year ended 31 March 2023 is mainly attributable to (i) an increase in impairment loss allowance for advance payment made to a sub-contractor; and (ii) an increase of impairment loss allowance for a debtor with gross carrying amount of approximately HK$856,000 in which the directors of the Group believed that it was difficult to recover such balance from the counterparty.

Change in impairment loss allowance for other recievables and deposits during the year ended 31 March 2022 was mainly attributable to a net increase in the gross carrying amount of other receivables as at 31 March 2022.

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the directors of the Company to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The directors of the Company monitor the utilisation of bank borrowings and ensure compliances with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities and lease liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank borrowings with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

As at 31 March 2023

	Effective interest rate %	On demand or less than 1 year HK$'000	1-2 years HK$'000	2-5 years HK$'000	Total undiscounted cash flows HK$'000	Carrying amount HK$'000
Non-derivative financial liabilities						
Trade and other payables	N/A	30,890	–	–	30,890	30,890
Amount due to an ultimate controlling shareholder	N/A	28,065	–	–	28,065	28,065
Bank borrowings	3.80 to 9.65	63,128	–	–	63,128	63,128
		122,083	–	–	122,083	122,083
Lease liabilities	4.19 to 4.76	1,628	1,288	859	3,775	3,557

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Liquidity risk – continued

As at 31 March 2022

	Effective interest rate	On demand or less than 1 year	1-2 years	2-5 years	Total undiscounted cash flows	Carrying amount
	%	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Non-derivative financial liabilities						
Trade and other payables	N/A	69,310	–	–	69,310	69,310
Bank borrowings	2.80 to 5.06	124,690	–	–	124,690	124,690
		194,000	–	–	194,000	194,000
Lease liabilities	3.75 to 6.58	5,054	3,125	2,242	10,421	9,797

Bank borrowings with a repayment on demand clause are included in the "On demand or less than 1 year" time band in the above maturity analysis. As at 31 March 2023, the aggregate carrying amount of these bank borrowings is approximately HK$63,128,000 (2022 HK$124,690,000). The directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank borrowings of the Group will be repaid after the end of reporting period in accordance with the scheduled repayment dates set out in the bank borrowings agreements.

31. FINANCIAL INSTRUMENTS – continued

Financial risk management objectives and policies – continued

Liquidity risk – continued

For the purpose of managing liquidity risk, the directors of the Company review the expected cash flow information of the Group's bank borrowings based on the scheduled repayment dates set out in the bank borrowings agreements as set out in the table below:

	Effective interest rate	Less than 1 year	1 -2 years	2 -5 years	Over 5 years	Total undiscounted cash flows	Total carrying amount
	%	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Bank borrowings:							
31 March 2023	**3.80 to 9.65**	**50,121**	**936**	**2,809**	**12,505**	**66,371**	**63,128**
31 March 2022	2.80 to 5.06	107,280	2,851	4,694	12,359	127,184	124,690

The amounts included above for variable interest rate instruments are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

Fair value measurements of financial instruments

This note provides information about how the Group determines fair values of various financial assets and financial liabilities.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values.

32. MOVEMENT ON GROUP'S LIABILITIES ARISING FROM FINANCING ACTIVITIES

	Bank borrowings	Lease liabilities	Amount due to an ultimate controlling shareholder	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2021	108,920	11,239	–	120,159
Financing cash flows, net	12,150	(7,317)	–	4,833
New leases entered	–	5,310	–	5,310
Finance costs recognised	3,620	565	–	4,185
At 31 March 2022 and 1 April 2022	**124,690**	**9,797**	**–**	**134,487**
Financing cash flows, net	**(66,698)**	**(2,999)**	**3,135**	**(66,562)**
Debt assignments of trade payables (note 35(i))	**–**	**–**	**24,930**	**24,930**
Lease terminated	**–**	**(3,714)**	**–**	**(3,714)**
Finance costs recognised	**5,136**	**473**	**–**	**5,609**
At 31 March 2023	**63,128**	**3,557**	**28,065**	**94,750**

33. AMOUNT DUE TO AN ULTIMATE CONTROLLING SHAREHOLDER

As at 31 March 2023, the amount due to an ultimate controlling shareholder amounting to HK$28,065,000 (2022: HK$Nil) was unsecured, interest free and repayable on demand.

34. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in these financial statements, particulars of significant transactions between the Group and the related parties during the reporting period are as follows:

Compensation of key management personnel

Compensation of key management personnel represents the remuneration of the directors of the Company during the years ended 31 March 2023 and 2022, which is disclosed in note 11 to the consolidated financial statements.

35. MATERIAL NON-CASH TRANSACTIONS

(i) In March 2023, Sheung Moon Construction Limited ("Sheung Moon Construction") and Wui Kee Construction Limited ("Wui Kee"), being indirect wholly-owned subsidiaries of the Company (the "Subsidiaries"), entered into debt transfer agreements with several creditors recorded in trade payables in the Subsidiaries (the "Creditors") and the ultimate controlling shareholder of the Company, pursuant to which the Creditors agreed the Subsidiaries to assign their outstanding debts from the Subsidiaries of approximately HK$24,930,000 to the ultimate controlling shareholder of the Company (the "Debt Assignments"). Upon completion of the Debt Assignments, the Subsidiaries no longer had any outstanding debts to the Creditors.

(ii) During the reporting period, Sheung Moon Construction entered into multiple sales and purchase agreements with several creditors for the disposal of property, plant and equipment and right-of-use assets (the "Equipment") with a total carrying amount of approximately HK$10,373,000 and HK$10,625,000 respectively. The creditors agreed to purchase the Equipment for a total consideration of approximately HK$14,994,000, which comprised of cash of approximately HK$1,620,000, assignment of Sheung Moon Construction's lease liabilities of approximately HK$3,714,000, and settlement of liabilities of approximately HK$9,660,000. As a result of the disposal, the Group recognised a net loss on disposal of property, plant and equipment of approximately HK$3,118,000 and right-of-use assets of approximately HK$2,886,000 in the consolidated statement of profit or loss and other comprehensive income.

36 INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2023 HK$'000	2022 HK$'000 (Restated)
Non-current assets		
Investment in a subsidiary	–	–
Loan to a subsidiary	–	–
	–	–
Current assets		
Other receivables	1	–
Amounts due from subsidiaries	2,401	6,557
Bank balances	26	320
	2,428	6,877
Current liabilities		
Other payables	3,138	629
Amount due to a subsidiary	60	69
Bank overdraft	103	–
	3,301	698
Net current (liabilities) assets	(873)	6,179
Net (liabilities) assets	(873)	6,179
Capital and reserves		
Share capital *(note 26)*	4,000	4,000
Reserves *(note)*	(4,873)	2,179
(Capital deficiency) total equity	(873)	6,179

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 29 June 2023 and are signed of its behalf:

TANG SZE WO
DIRECTOR

LAI YUNG SANG
DIRECTOR

36. INFORMATION ABOUT THE STATEMENT OF FINANCIAL POSITION OF THE COMPANY – continued

Note:

Movement of the Company's reserves is as follow:

	Share premium	Other reserve	Accumulated losses	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
			(Restated)	(Restated)
At 1 April 2021	63,701	33,825	(16,282)	81,244
Loss and total comprehensive expense for the year	–	–	(79,065)	(79,065)
At 31 March 2022	63,701	33,825	(95,347)	2,179
Loss and total comprehensive expense for the year	–	–	(7,052)	(7,052)
At 31 March 2023	**63,701**	**33,825**	**(102,399)**	**(4,873)**

37. JOINT OPERATION

Particulars of the Group's joint operation at the end of each reporting period are as follows:

Name of joint Operation	Place of Establishment and operation	Form of business	Proportion of voting right held by the Group		Proportion of ownership interests held by the Group		Principal activities
			2023	2022	**2023**	2022	
Concentric – Sheung Moon	Hong Kong	Unincorporated	**50%**	50%	**40%**	40%	Construction and civil engineering

38. PARTICULARS OF SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 March 2023 and 2022 are as follows:

Name of subsidiary	Place of Incorporation	Place of operation	Issued and fully paid share capital	Attributable equity interest of the Group as at 31 March		Principal activities
				2023	2022	
Attaway Developments Limited*	BVI	Hong Kong	US$100	**100%**	100%	Investment holding
Sheung Moon Construction Limited#	Hong Kong	Hong Kong	HK$10,261,630	**100%**	100%	Civil engineering construction business in Hong Kong
Sheung Moon Properties Limited#	Hong Kong	Hong Kong	HK$1,000	**100%**	100%	Property holding
Wui Kee Construction Limited#	Hong Kong	Hong Kong	HK$1,000	**100%**	100%	Civil engineering construction business in Hong Kong

* Directly held by the Company.
\# Indirectly held by the Company.

None of the subsidiaries had issued any debt securities at the end of the reporting period.

39. LITIGATION

During the year and up to the date of this report, a wholly-owned subsidiary of the company was engaged in legal proceedings with several creditors in relation to a sum of approximately HK$1,436,000. The directors of the Company are of the view that such legal proceedings have no significant impact on the Group's financial position and its operating result for the year ended 31 March 2023 as the relevant overdue balances have already been recorded as trade payables in the consolidated financial statements as at 31 March 2023.

SUMMARY OF MAJOR INVESTMENT PROPERTY

As at 31 March 2023

INVESTMENT PROPERTY HELD FOR RENTAL PURPOSES

Descriptions	Gross floor area (sq.ft.)	Nature of property	Attributable interest of the Group 2023	2022	Category of lease
Unit 1, 19/F., Global Gateway Tower 63 Wing Hong Street Cheung Sha Wan Kowloon Hong Kong	1,430	Commercial	–*	100%	Medium-term Lease

* Disposed of during the year