

CNC HOLDINGS LIMITED

中國新華電視控股有限公司

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

Stock code 股份代號 : 8356

Annual Report
2022/2023
年報



CNC

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of CNC Holdings Limited (the “Company”) 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. 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.

香港聯合交易所有限公司GEM之特色

GEM之定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資者應了解投資於該等公司之潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於GEM上市的公司普遍為中小型公司，在GEM買賣之證券可能會承受較於聯交所主板買賣之證券為高之市場波動風險，亦無法保證在GEM買賣之證券會有高流通量之市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告載有根據聯交所GEM證券上市規則（「GEM上市規則」）而提供有關中國新華電視控股有限公司（「本公司」）之資料，本公司之董事（「董事」）願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在所有重大方面均屬準確、完整及並無誤導或欺詐成份，且亦無遺漏任何其他事項致使本報告所載之任何聲明或本報告有所誤導。

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FINANCIAL HIGHLIGHTS

財務摘要

CONSOLIDATED RESULTS

For the year ended 31 March

| | | Changes | 2023 | 2022 |
|------------------------------------------------|-------------|---------|-----------------|----------|
| | | 變動 | 二零二三年 | 二零二二年 |
| | | | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Revenue | 收益 | 21.6% | 496,457 | 408,175 |
| Gross profit/(loss) | 毛利／(損) | N/A 不適用 | 3,420 | (9,356) |
| Loss before income tax | 除所得稅前虧損 | 69.3% | (12,906) | (42,059) |
| Loss attributable to the owners of the Company | 本公司擁有人應佔虧損 | 77.4% | (9,440) | (41,729) |
| Basic loss per Share (HK cents) | 每股基本虧損 (港元) | 77.7% | (0.23) | (1.03) |
| Dividend per Share (HK cents) | 每股股息 (港元) | N/A 不適用 | N/A 不適用 | N/A 不適用 |

綜合業績

截至三月三十一日止年度

CONSOLIDATED FINANCIAL POSITION

As at 31 March

| | | Changes | 2023 | 2022 |
|--------------------------------------------------|------------|---------|------------------|-----------|
| | | 變動 | 二零二三年 | 二零二二年 |
| | | | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Total assets | 總資產 | 15.0% | 245,543 | 213,481 |
| Cash and cash equivalents | 現金及現金等價物 | 21.3% | 51,619 | 42,560 |
| Total liabilities | 總負債 | 6.9% | 640,349 | 598,789 |
| Equity attributable to the owners of the Company | 本公司擁有人應佔權益 | -2.5% | (396,277) | (386,796) |

綜合財務狀況

於三月三十一日

FINANCIAL HIGHLIGHTS

財務摘要

RATIOS

As at 31 March

| | |
|---------------------------|--------------|
| Return on equity (Note a) | 權益回報 (附註a) |
| Return on assets (Note b) | 資產回報 (附註b) |
| Current ratio (Note c) | 流動比率 (附註c) |
| Gearing ratio (Note d) | 資產負債比率 (附註d) |

Notes:

- (a) Return on equity is calculated as net loss divided by Shareholders' equity.
- (b) Return on assets is calculated as net loss divided by total assets.
- (c) Current ratio is calculated as total current assets divided by total current liabilities.
- (d) Gearing ratio is calculated as total amount of promissory note, convertible notes, lease liabilities and contract liabilities divided by total assets.

比率

於三月三十一日

| | |
|--------------|-------|
| 2023 | 2022 |
| 二零二三年 | 二零二二年 |

| | |
|--------------------|-------------|
| N/A 不適用 | N/A 不適用 |
| -3.9% | -19.7% |
| 0.37 time 倍 | 0.32 time 倍 |
| 160.8% | 173.8% |

附註：

- (a) 權益回報乃按淨虧損除以股東權益計算。
- (b) 資產回報乃按淨虧損除以總資產計算。
- (c) 流動比率乃按流動資產總額除以流動負債總額計算。
- (d) 資產負債比率乃按承兌票據、可換股票據、租賃負債及合約負債總和除以總資產計算。

CORPORATE PROFILE

公司簡介

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong. During the year ended 31 March 2023, the Group continued to focus on rendering civil engineering services to the public sector in Hong Kong, conducted its media and advertising business in return for advertising and related income.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands on 15 March 2010 and the Shares were listed on GEM on 30 August 2010.

The Group's business of provision of civil engineering services for the public sector is carried out through TYW and TY Civil respectively with TYW responsible for signing and implementing civil engineering contracts as a main contractor, a subcontractor and forming joint operations while TY Civil responsible for signing and implementing civil engineering contracts as a subcontractor and forming joint operations.

本集團主要從事為香港公營部門提供土木工程服務。截至二零二三年三月三十一日止年度，本集團繼續專注於為香港公營部門提供土木工程服務，開展其媒體及廣告業務，以取得廣告及相關收入。

本公司於二零一零年三月十五日根據開曼群島公司法第22章（一九六一年法例3，經綜合及修訂）於開曼群島註冊成立為獲豁免有限責任公司，其股份於二零一零年八月三十日在GEM上市。

本集團乃分別透過進業水務及進業土木為公營部門提供土木工程服務業務，進業水務負責以主承建商、分包商身份簽訂及履行土木工程合約以及成立合營企業，而進業土木則負責以分包商身份簽訂及履行土木工程合約以及成立合營企業。

CORPORATE PROFILE

公司簡介

REGISTRATIONS HELD FOR UNDERTAKING PRINCIPAL ACTIVITIES

為從事主要業務持有之註冊

The Group has obtained the following registrations from Works Branch Development Bureau (發展局工務科) of the Government for undertaking projects as a main contractor:

本集團已向政府發展局工務科取得下列註冊，以作為主承建商從事工程：

Registration 註冊

Value of project which the Group is eligible to undertake under the relevant registration 根據相關註冊本集團合資格承接之工程之價值

Approved Contractors for Public Works – Waterworks Category (Group C) (probationary status)
認可公共工程承建商－水務工程類別 (丙組) (「試用」身份)

A maximum of two contracts exceeding HK\$400 million each in any one category, provided that the total value of works in any one category does not exceed HK\$1,500 million
最多為任何一個類別中兩項合約各超過400,000,000港元，惟任何一個類別的工程總價值不超過1,500,000,000港元

Approved Contractors for Public Works – Roads and Drainage Category (Group C) (probationary status)
認可公共工程承建商－道路及渠務工程類別 (丙組) (「試用」身份)

A maximum of two contracts exceeding HK\$400 million each in any one category, provided that the total value of works in any one category does not exceed HK\$1,500 million
最多為任何一個類別中兩項合約各超過400,000,000港元，惟任何一個類別的工程總價值不超過1,500,000,000港元

Approved Contractors for Public Works – Site Formation Category (Group C) (probationary status)
認可公共工程承建商－地盤平整工程類別 (丙組) (「試用」身份)

A maximum of two contracts exceeding HK\$400 million each in any one category, provided that the total value of works in any one category does not exceed HK\$1,500 million
最多為任何一個類別中兩項合約各超過400,000,000港元，惟任何一個類別的工程總價值不超過1,500,000,000港元

Also, the Group has registered under the Voluntary Subcontractor Registration Scheme (非強制性分包商註冊制度), which is maintained by the Construction Industry Council (建造業議會), for participating in civil engineering works, road works and drainage services and waterworks engineering services as a sub-contractor.

此外，本集團亦於建造業議會設立之非強制性分包商註冊制度下註冊，以作為分包商參與土木工程、道路工程及渠務服務以及水務工程服務。

CORPORATE PROFILE

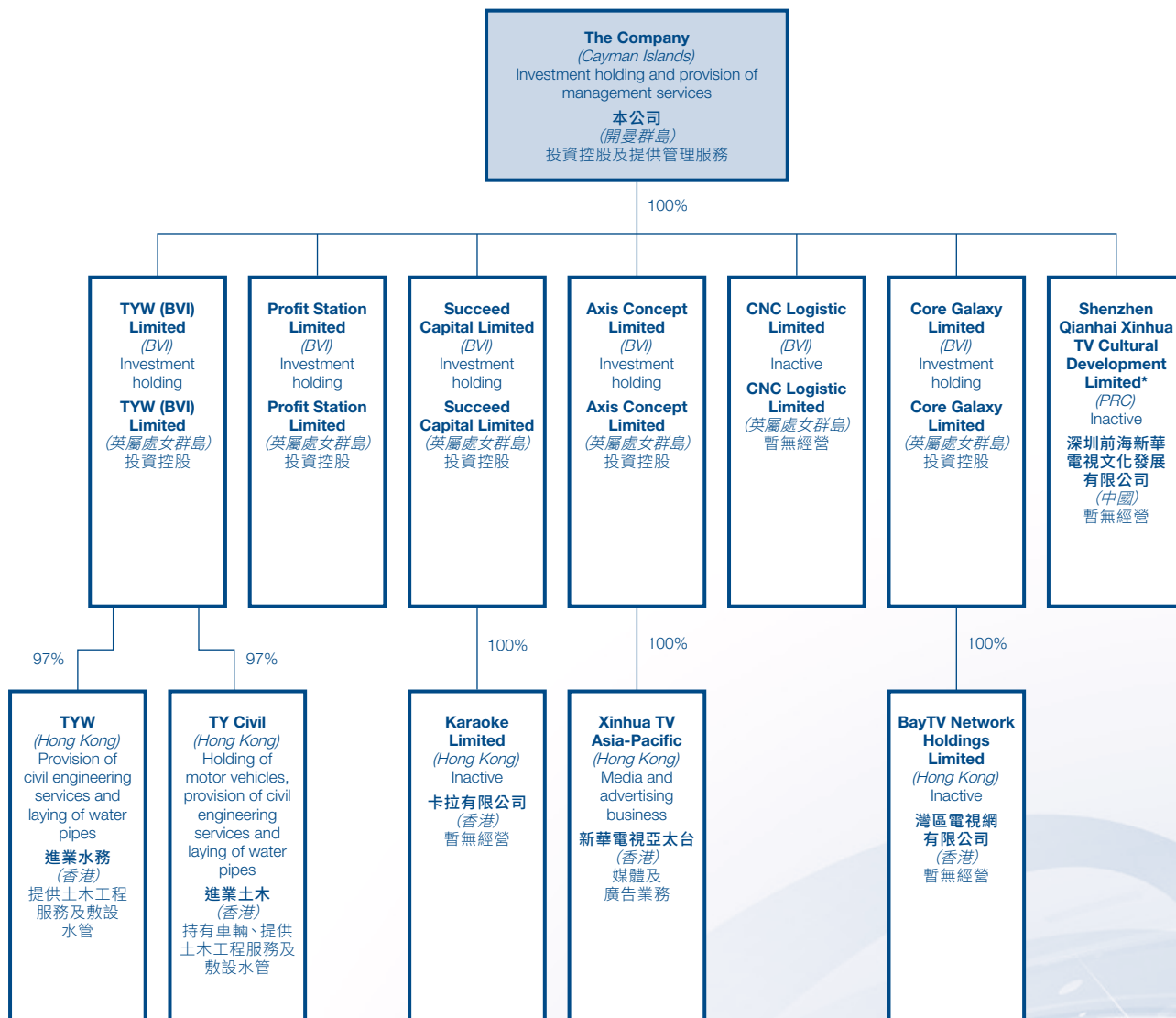
公司簡介

CORPORATE STRUCTURE OF THE COMPANY

The following diagram illustrates the corporate structure of the Company as at 31 March 2023:

本公司企業架構

下圖說明本公司於二零二三年三月三十一日之企業架構：



* for identification purpose only

* 僅供識別

CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Dr. Jiang Yan (*Chairman*)

Dr. Li Yong Sheng (*Vice chairman and Chief Executive Officer*)

Mr. Liu Da Yong

Mr. Kan Kwok Cheung

Non-executive Directors

Ms. Tang Li

Mr. Law Cheuk Hung

Independent Non-executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

AUTHORISED REPRESENTATIVES

Dr. Li Yong Sheng

Ms. Li Yuet Tai

COMPLIANCE OFFICER

Dr. Li Yong Sheng

COMPANY SECRETARY

Ms. Li Yuet Tai, *CPA*

AUDIT COMMITTEE

Ms. Tang Li

Mr. Law Cheuk Hung

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

董事

執行董事

姜岩博士 (*主席*)

李永升博士 (*副主席兼行政總裁*)

劉大勇先生

簡國祥先生

非執行董事

唐麗女士

羅焯雄先生

獨立非執行董事

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生 (*於二零二二年十月十四日辭任*)

授權代表

李永升博士

李月弟女士

合規主任

李永升博士

公司秘書

李月弟女士，*CPA*

審核委員會

唐麗女士

羅焯雄先生

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生 (*於二零二二年十月十四日辭任*)

CORPORATE INFORMATION

公司資料

REMUNERATION COMMITTEE

Mr. Wan Chi Keung, Aaron, *BBS, JP (Chairman)*
Mr. Wu Guo Ming
Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

NOMINATION COMMITTEE

Dr. Jiang Yan (*Chairman*)
Dr. Li Yong Sheng
Mr. Kan Kwok Cheung
Mr. Wu Guo Ming
Mr. Wan Chi Keung, Aaron, *BBS, JP*
Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

RISK MANAGEMENT COMMITTEE

Mr. Wu Guo Ming
Mr. Wan Chi Keung, Aaron, *BBS, JP*
Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

REGISTERED OFFICE

Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

薪酬委員會

尹志強先生，銅紫荊星章，太平紳士（主席）
吳國銘先生
王忠業先生（於二零二二年十月十四日辭任）

提名委員會

姜岩博士（主席）
李永升博士
簡國祥先生
吳國銘先生
尹志強先生，銅紫荊星章，太平紳士
王忠業先生（於二零二二年十月十四日辭任）

風險管理委員會

吳國銘先生
尹志強先生，銅紫荊星章，太平紳士
王忠業先生（於二零二二年十月十四日辭任）

核數師

國衛會計師事務所有限公司
執業會計師

註冊辦事處

Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat 314, 3/F.,
Fuk Shing Commercial Building,
28 On Lok Mun Street,
Fanling, New Territories.

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKERS

Hang Seng Bank Limited
The Hongkong and Shanghai Banking Corporation Limited

WEBSITE

<http://www.cnctv.hk>

STOCK CODE

8356

總部及香港主要營業地點

新界粉嶺
安樂門街28號
福成商業大廈
3樓314室

開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
灣仔皇后大道東183號
合和中心54樓

主要往來銀行

恒生銀行有限公司
香港上海滙豐銀行有限公司

公司網站

<http://www.cnctv.hk>

股份代號

8356

DEFINITIONS

釋 義

In this report, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

在本報告內，除文義另有所指外，下列詞語及詞彙於本報告使用時具有以下涵義：

| | | |
|------------------------------------|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM” 「股東週年大會」 | 指 | the annual general meeting of the Company 本公司股東週年大會 |
| “Board” 「董事會」 | 指 | the board of Directors 董事會 |
| “BVI” 「英屬處女群島」 | 指 | the British Virgin Islands 英屬處女群島 |
| “China Xinhua NNC” 「中國新華新聞電視網」 | 指 | China Xinhua News Network Co., Limited (中國新華新聞電視網有限公司), a company incorporated in Hong Kong and a wholly-owned subsidiary of Xinhua News Agency (新華社) and a substantial Shareholder of the Company 中國新華新聞電視網有限公司，一家於香港註冊成立之公司及為新華社之全資附屬公司，並為本公司主要股東 |
| “CNC China” 「中國新華新聞電視網 (中國)」 | 指 | 中國新華新聞電視網有限公司, a company incorporated in the PRC, which owns 100% of the equity interests in China Xinhua NNC, a wholly-owned subsidiary of Xinhua News Agency and a substantial Shareholder of the Company 中國新華新聞電視網有限公司，一家於中國註冊成立之公司，擁有中國新華新聞電視網100%股權，為新華社之全資附屬公司及本公司之主要股東 |
| “Company” 「本公司」 | 指 | CNC Holdings Limited (中國新華電視控股有限公司), a company incorporated in the Cayman Islands with limited liability on 15 March 2010 中國新華電視控股有限公司，一家於二零一零年三月十五日在開曼群島註冊成立之有限公司 |
| “Director(s)” 「董事」 | 指 | director(s) of the Company 本公司董事 |
| “Financial Statements” 「財務報表」 | 指 | the audited financial statements of the Group for the year ended 31 March 2023 本集團截至二零二三年三月三十一日止年度之經審核財務報表 |
| “GEM” 「GEM」 | 指 | the GEM of the Stock Exchange 聯交所GEM |

DEFINITIONS

釋 義

| | | |
|--------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “GEM Listing Rules” 「GEM上市規則」 | 指 | the Rules Governing the Listing of Securities on GEM GEM證券上市規則 |
| “Government” 「政府」 | 指 | the Government of Hong Kong 香港政府 |
| “Group” 「本集團」 | 指 | the Company and its subsidiaries 本公司及其附屬公司 |
| “HK\$” and “HK cent(s)” 「港元」及「港仙」 | 指 | Hong Kong dollar(s) and cent(s), respectively, the lawful currency of Hong Kong 分別為香港法定貨幣港元及港仙 |
| “Hong Kong” 「香港」 | 指 | the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區 |
| “Macau” 「澳門」 | 指 | the Macau Special Administrative Region of the PRC 中國澳門特別行政區 |
| “Mr. Kan” 「簡先生」 | 指 | Mr. Kan Kwok Cheung (簡國祥), an executive Director 執行董事簡國祥先生 |
| “PRC” 「中國」 | 指 | the People’s Republic of China, excluding Hong Kong, Macau and Taiwan 中華人民共和國，不包括香港、澳門及台灣 |
| “SFO” 「證券及期貨條例」 | 指 | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended or otherwise modified from time to time 香港法例第571章證券及期貨條例（經不時修訂或以其他方式修改） |
| “Share(s)” 「股份」 | 指 | ordinary share(s) of the Company 本公司之普通股 |
| “Shareholder(s)” 「股東」 | 指 | holder(s) of the Share(s) 股份持有人 |

DEFINITIONS

釋 義

| | | |
|--------------------------|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Shunleetat” | | Shunleetat (BVI) Limited, a company incorporated in the BVI which is wholly and beneficially owned by Mr. Kan |
| 「Shunleetat」 | 指 | Shunleetat (BVI) Limited，一家於英屬處女群島註冊成立之公司，由簡先生全資實益擁有 |
| “Stock Exchange” | | The Stock Exchange of Hong Kong Limited |
| 「聯交所」 | 指 | 香港聯合交易所有限公司 |
| “TY Civil” | | Tsun Yip Civil Construction Company Limited (進業土木工程有限公司), a company incorporated in Hong Kong with limited liability on 16 June 2000 and an indirect non-wholly owned subsidiary of the Company |
| 「進業土木」 | 指 | 進業土木工程有限公司，一家於二零零零年六月十六日在香港註冊成立之有限公司，為本公司之間接非全資附屬公司 |
| “TYW” | | Tsun Yip Waterworks Construction Company Limited (進業水務建築有限公司), a company incorporated in Hong Kong with limited liability on 6 February 1996 and an indirect non-wholly owned subsidiary of the Company |
| 「進業水務」 | 指 | 進業水務建築有限公司，一家於一九九六年二月六日在香港註冊成立之有限公司，為本公司之間接非全資附屬公司 |
| “WSD” | | Water Supplies Department (水務署) of the Government |
| 「水務署」 | 指 | 政府水務署 |
| “Xinhua TV Asia-Pacific” | | Xinhua TV Asia-Pacific Operating Co., Limited (新華電視亞太台運營有限公司), a company incorporated in Hong Kong with limited liability on 22 December 2009 and an indirect wholly-owned subsidiary of the Company |
| 「新華電視亞太台」 | 指 | 新華電視亞太台運營有限公司，一家於二零零九年十二月二十二日在香港註冊成立之有限公司，為本公司之間接全資附屬公司 |
| “%” | | per cent |
| 「%」 | 指 | 百分比 |

CHAIRMAN'S STATEMENT

主席報告書

To all Shareholders,

On behalf of the Board, I am pleased to present the annual results of the Group for the year ended 31 March 2023.

RESULTS FOR THE YEAR

During the year ended 31 March 2023, we had obtained approximately HK\$496.5 million (2022: HK\$408.2 million) revenue, which represented an increase of approximately 21.6% over the revenue for the year ended 31 March 2022.

The gross profit of the Group was amounted to approximately HK\$3.4 million (2022: gross loss of approximately HK\$9.4 million) for the year ended 31 March 2023.

The net loss of our Group for the year ended 31 March 2023 was approximately HK\$9.5 million (2022: approximately of HK\$42.2 million), representing a decrease of approximately 77.6% from that of previous year.

FUTURE PROSPECTS

During the year under review, the global economy was adversely affected by the soaring inflation, raising interest rates, ongoing resurgence of COVID 19 pandemic, geopolitical tensions and other uncertainties. Nevertheless, revenue derived from provision of civil engineering services remained as core business of the Group and thus the main contributor of revenue of the Group. Following the expiry of the exclusive television broadcasting right granted by China Xinhua NNC to the Group, the Group's media and advertising business remained stagnant.

致全體股東：

本人謹此代表董事會欣然提呈本集團截至二零二三年三月三十一日止年度之年度業績。

年度業績

截至二零二三年三月三十一日止年度，本集團取得約496,500,000港元（二零二二年：408,200,000港元）之收益，較截至二零二二年三月三十一日止年度之收益增加約21.6%。

截至二零二三年三月三十一日止年度，本集團之毛利約為3,400,000港元（二零二二年：毛損約9,400,000港元）。

截至二零二三年三月三十一日止年度，本集團之淨虧損約為9,500,000港元（二零二二年：約42,200,000港元），較上一年度減少約77.6%。

未來前景

於回顧年度，全球經濟受到通貨膨脹高企、利率上調、COVID-19疫情再現、地緣政治緊張局勢及其他不確定因素的不利影響。儘管如此，提供土木工程服務產生之收益仍為本集團之核心業務及因此為本集團之主要收益來源。於中國新華新聞電視網授予本集團的獨家電視播放權到期後，本集團的媒體及廣告業務仍有所阻滯。

CHAIRMAN'S STATEMENT 主席報告書

The construction industry was still full of challenges during the year under review. Over the past year, the outbreak of COVID-19 had a drastic effect on the Hong Kong economy and imposed negative impacts on the construction industry, including supply chain disruptions, workforce shortages and work stoppages due to measures imposed by the Government. Looking forward, the Directors consider that the future opportunities and challenges encountered by the Group will continue to depend on the demand of construction engineering works, the expansion of the infrastructure in Hong Kong and changes in material costs and labour costs. To surmount the current challenges, the Group will continue to consolidate its overall competitive advantages in the industry and to maintain a sustainable development of the Group. In the meantime, the Government has launched a number of development plans and increase its infrastructure investment including the Northern Metropolis development and Lantau Tomorrow to actively promote economic growth. The Directors therefore expect that these developments will provide tremendous market opportunities for the construction industry in Hong Kong over the next few years and benefit our Group.

After the anti-pandemic measures were lifted in early 2023, the Group expects the advertising and media industry to be steady recovering for the coming year. Although the Group's media and advertising business remained stagnant and was facing very challenging conditions during the year under review, the Group plans to further promote brand awareness and continues placing effort in the digital media services segment to capture business opportunities brought by the digitalisation in the market.

Looking ahead, the negative influence of worldwide COVID-19 pandemic has been over with the lifting of COVID-19 epidemic restrictions, which are definitely beneficial to the economy of Hong Kong. The Group remains committed to its existing business while also exploring new business opportunities to diversify and expand the Group's business, which is expected to create long-term benefits for the Company and its shareholders.

於回顧年度，建築業仍然充滿挑戰。過去一年，COVID-19疫情爆發對香港經濟造成重大影響，亦對建造業帶來負面衝擊，包括供應鏈中斷、人手短缺及政府措施導致停工等。展望未來，董事認為，本集團未來面臨的機遇及挑戰仍將持續，此取決於建築工程的需求、香港基礎設施的擴建以及材料成本及勞動力成本的變化。為克服目前挑戰，本集團將繼續鞏固其於行業內的整體競爭優勢，保持本集團可持續發展。與此同時，政府已推出多項發展計劃及增加基建投資，包括北部都會區發展計劃及明日大嶼發展計劃，積極推動經濟增長。因此，董事預期該等發展於未來數年將為香港建造業提供龐大市場機遇，並使本集團受惠。

於二零二三年年初抗疫措施解除後，本集團預期來年廣告及媒體業務將穩步復甦。儘管本集團媒體及廣告業務於回顧年度內仍然有所阻滯，並面對極大挑戰，本集團仍計劃進一步推廣品牌知名度，並繼續致力發展數碼媒體服務分部，以把握市場數碼化所帶來的商機。

展望未來，隨著COVID-19疫情限制的解除，全球COVID-19疫情的負面影響已經過去，無疑對香港經濟有利。本集團將繼續致力發展現有業務，同時開拓新商機，以令本集團業務更趨多元化及擴展，為本公司及其股東創造長遠利益。

CHAIRMAN'S STATEMENT

主席報告書

APPRECIATION

Finally, on behalf of the Board, I would like to take this opportunity to express my most sincere appreciation to all the management team and staff for their dedication and contribution over the past years. I would also like to thank all the Shareholders, customers, suppliers and business partners for their continuous support and trust.

Jiang Yan
Chairman

16 November 2023

致謝

最後，本人願藉此機會代表董事會對全體管理團隊及員工在過去多年的努力及貢獻致以衷心謝意，並感謝所有股東、客戶、供應商及業務夥伴鼎力支持與信任。

姜岩
主席

二零二三年十一月十六日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

The Group is principally engaged in the provision of civil engineering services for the public sector in Hong Kong. During the year ended 31 March 2023, the Group continued to focus on rendering civil engineering services to the public sector in Hong Kong, conducted its media and advertising business in return for advertising and related income.

Provision of civil engineering services

During the year ended 31 March 2023, the Group has been undertaking ten contracts. Among the ten contracts, one of these is related to provision of waterworks engineering services and the remaining contracts are related to provision of drainage services and site formation services. Details of the contracts undertaken are set out below. Details of the contracts undertaken are set out below:

業務回顧

本集團主要為香港公營部門提供土木工程服務。截至二零二三年三月三十一日止年度，本集團繼續專注於為香港公營部門提供土木工程服務，開展其媒體及廣告業務，以取得廣告及相關收入。

提供土木工程服務

截至二零二三年三月三十一日止年度，本集團一直進行十項合約。於十項合約中，其中一項與提供水務工程服務有關，其餘合約則與提供渠務服務及地盤平整服務有關。所承接合約之詳情載列如下：

| Contract number 合約編號 | Particulars of contract 合約詳情 | Client 客戶 | Contract period under main contracts 根據主合約的合約期 |
|------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------|
| Main contracts 主合約 | | | |
| ND/2019/08 | Site formation works at remaining part of Tai Po area 39 大埔區39號餘下部分的地盤平整工程 | Civil Engineering and Development Department of the Government 政府土木工程拓展署 | Jan 2020 –May 2021 二零二零年一月至二零二一年五月 |

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

| Contract number 合約編號 | Particulars of contract 合約詳情 | Client 客戶 | Contract period under main contracts 根據主合約的合約期 |
|-----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------------------------------------|
| Subcontracts 分包合約 | | | |
| CV/2015/03 | Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun 鄰近屯門54區塘亨路及紫田路的地盤平整及基建工程 | Hsin Chong Tsun Yip Joint Venture 新昌進業聯營 | Nov 2015 – June 2020 二零一五年十一月至二零二零年六月 |
| CV/2016/10 | Site Formation and Association Infrastructural Works For Development of Columbarium at Sandy Ridge Cemetery 於沙嶺公墓興建骨灰龕的土地平整及相關基建工程 | Hsin Chong Tsun Yip Joint Venture 新昌進業聯營 | Dec 2017 – Jun 2021 二零一七年十二月至二零二一年六月 |
| PYC-03084BAH-001 | Site Formation, Foundation & Sub-structure Works for the Student Residence Development at The Hong Kong University of Science and Technology 於香港科技大學供學生住宿發展的土地平整、地基及下部結構工程 | Paul Y. Construction Company Limited 保華建築有限公司 | Aug 2020 – Dec 2022 二零二零年八月至二零二二年十二月 |
| ND/2018/02 | The Establishment of an Agricultural Park in Kwu Tung South (Phase 1) 於古洞南建立農業園(第1期) | Harvest – Tsun Yip Joint Venture 保華—進業聯營 | Oct 2020 – Oct 2022 二零二零年十月至二零二二年十月 |
| 1002EM19A | Design-Build-Operate for the Additional District Cooling System (DCS) at the Kai Tak Development (KTD) 啟德發展計劃額外區域供冷系統的設計、建造及營運 | Paul Y – Qianhai Joint Venture 保華—前海聯營 | Dec 2020 – Dec 2023 二零二零年十二月至二零二三年十二月 |
| EP/SP/10/91 | South East-New Territories (SENT) Landfill Extension 新界東南堆填區擴建工程 | Paul Y. Construction & Engineering Co. Limited 保華建築工程有限公司 | July 2021 – July 2023 二零二一年七月至二零二三年七月 |

Total contract value
HK\$2,812.5 million
總合約價值
2,812,500,000港元

Total amount of works certified (Note)
HK\$2,036.1 million
已核證工程總額 (附註)
2,036,100,000港元

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

| Contract number 合約編號 | Particulars of contract 合約詳情 | Client 客戶 | Contract period under main contracts 根據主合約的合約期 |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------------------------|
| Joint Operations 合營業務 | | | |
| CV/2015/03 | Site Formation and Infrastructural Works near Tong Hang Road and Tsz Tin Road in Area 54, Tuen Mun 屯門54區鄰近塘亨路及紫田路的土地平整及基建工程 | Civil Engineering and Development Department of the Government 政府土木工程拓展署 | Nov 2015–June 2020 二零一五年十一月至二零二零年六月 |
| CV/2016/10 | Site Formation and Infrastructural Works for Development of Columbarium at Sandy Ridge Cemetery 於沙嶺公墓興建骨灰龕的土地平整及相關基建工程 | Civil Engineering and Development Department of the Government 政府土木工程拓展署 | Dec 2017–Jun 2021 二零一七年十二月至二零二一年六月 |
| ND/2018/02 | The Establishment of an Agricultural Park in Kwu Tung South (Phase 1) 於古洞南建立農業園 (第1期) | Civil Engineering and Development Department of the Government 政府土木工程拓展署 | Oct 2020–Oct 2022 二零二零年十月至二零二二年十月 |
| 4/WSD/19 | Development of Anderson Road Quarry site – construction of grey water treatment plant 安達臣道石礦場發展—中水處理廠建造工程 | WSD 水務署 | Sep 2020–Sep 2025 二零二零年九月至二零二五年九月 |
| CV/2019/04 | Site Formation and Infrastructure Works near Tsz Tin Road and Hing Fu Street in Area 54, Tuen Mun 屯門第54區鄰近紫田路及興富街的土地平整及基建工程 | Civil Engineering and Development Department of the Government 政府土木工程拓展署 | Dec 2020–Jun 2024 二零二零年十二月至二零二四年六月 |
| CV/2022/08 | Site Formation and Infrastructure Works at Area 48, Fanling 粉嶺48區土地平整及基建工程 | Civil Engineering and Development Department of the Government 政府土木工程拓展署 | Jan 2023–Jan 2027 二零二三年一月至二零二七年一月 |

Note: Amount of works certified is based on the certificates of payment received from client.

附註：已核證工程金額乃根據從客戶收到之付款核證確定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Among the above ten contracts, a contract (contract numbered CV/2022/08) were newly awarded during the year ended 31 March 2023.

During the year ended 31 March 2023, contracts with contract numbered CV/2019/04 and 1002EM19A were the main contributors to the Group's revenue, which generated approximately HK\$118.5 million and approximately HK\$135.5 million, constituting approximately 23.9% and 27.3% of the Group's total revenue respectively.

Media and advertising business

Following the expiry of the exclusive television broadcasting right granted by China Xinhua NNC to the Group on 31 August 2021, the Group has yet to successfully identify suitable broadcasting rights and licenses to resume the television broadcasting business since then. During the year under review, the Group has also attempted to tap into the digital marketing business in overseas market through different online media platforms, such as YouTube. However, due to the outbreak of the COVID-19 pandemic and ever-changing users' habit, the Group has not been able to identify suitable business opportunities and strategic partners. The management of the Group will continue to develop and improve its business strategies for the media and advertising Business and enhance return to the Shareholders.

The Group has been actively monitoring market conditions and taking appropriate measures to mitigate the impact resulted from unfavorable market factors. The Group has been taking measures to enhance its cost control measures and resources management policies while actively participating in tendering and bidding to maintain its market competitiveness despite the difficulties encountered.

於上述十項合約中，一項合約（合約編號為 CV/2022/08）乃於截至二零二三年三月三十一日止年度新獲授。

截至二零二三年三月三十一日止年度，合約編號為CV/2019/04及1002EM19A之合約是本集團之主要收益來源，產生約118,500,000港元及約135,500,000港元，分別佔本集團總收益約23.9%及27.3%。

媒體及廣告業務

自中國新華新聞電視網授予本集團的獨家電視播放權於二零二一年八月三十一日屆滿後，本集團一直仍未能成功物色合適的播放權及牌照以恢復電視播放業務。於回顧年度內，本集團亦嘗試透過YouTube等不同網上媒體平台進軍海外市場的數字營銷業務。然而，由於COVID-19疫情爆發以及用戶習慣不斷改變，本集團未能找到合適的商機及策略夥伴。本集團管理層將持續制定及改善媒體及廣告業務的業務策略，並提升股東回報。

本集團會一直密切監察市場狀況並採取適當措施，以緩減不利市場因素造成的影響。儘管面對不少困難，本集團一直採取措施加強成本控制措施及資源管理政策，同時積極參與招標投標，以維持市場競爭力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

For the year ended 31 March 2023, the Group reported a revenue of approximately HK\$496.5 million (2022: approximately HK\$408.2 million), representing an increase of approximately 21.6% as compared with that for the previous year. All of the Group's revenue were derived from provision of civil engineering services during the year ended 31 March 2023. The overall increase in revenue was mainly due to increase in works for civil engineering projects for the year ended 31 March 2023.

During the year ended 31 March 2023, the revenue of the Group was primarily generated from the undertaking of civil engineering contracts in the capacity of a subcontractor and joint ventures. The breakdown of total revenue by nature of capacity of the Group is set forth below:

財務回顧

收益

截至二零二三年三月三十一日止年度，本集團錄得收益約496,500,000港元（二零二二年：約408,200,000港元），較去年增加約21.6%。截至二零二三年三月三十一日止年度，本集團之所有收益均來自提供土木工程服務。收益整體增加乃主要由於截至二零二三年三月三十一日止年度土木工程項目的工程量增加。

截至二零二三年三月三十一日止年度，本集團收益主要來自以分包商及合營方身份承接之土木工程合約。按本集團身份性質分類之總收益詳情載列如下：

| | | For the year ended 31 March 截至三月三十一日止年度 | | | |
|-------------------------------|--------|--------------------------------------------|-------------------|---------------|-------------------|
| | | 2023 二零二三年 | | 2022 二零二二年 | |
| | | HK\$'000 | % of total 佔總額 | HK\$'000 | % of total 佔總額 |
| | | 千港元 | 百分比(%) | 千港元 | 百分比(%) |
| Main contractor | 主承建商 | 354 | - | 1,234 | 0.3 |
| Subcontractor | 分包商 | 321,255 | 64.8 | 270,263 | 66.2 |
| Jointly controlled operations | 共同控制經營 | 174,848 | 35.2 | 136,678 | 33.5 |
| Total | 總額 | 496,457 | 100.0 | 408,175 | 100.0 |

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cost of services

The Group's cost of services increased by approximately 18.1% to approximately HK\$493.0 million (2022: approximately HK\$417.5 million) for the year ended 31 March 2023 as compared with that for the previous year. The Group's cost of services mainly includes costs of construction services and costs of media and advertising business. Costs of construction services mainly comprise raw materials, direct labour and subcontracting fee for services provided by the subcontractors. Since the media and advertising business remained stagnant, no significant costs of media and advertising business and other direct operating costs were incurred for the year ended 31 March 2023 and 2022. The increase in cost of services was mainly due to the overall increase in staff costs, materials and subcontracting costs in respect of increase of works for civil engineering projects from provision of civil engineering services business for the year. The following table sets out a breakdown of the Group's cost of services:

服務成本

本集團截至二零二三年三月三十一日止年度之服務成本較去年增加約18.1%至約493,000,000港元(二零二二年：約417,500,000港元)。本集團的服務成本主要包括建築服務成本及媒體及廣告業務成本。建築服務成本主要包括原材料、直接勞工及分包商提供服務的分包費用。由於媒體及廣告業務持續停滯不前，故截至二零二三年及二零二二年三月三十一日止年度並無產生媒體及廣告業務的重大成本及其他直接經營成本。服務成本增加主要由於本年度提供土木工程服務業務的土木工程項目的工程量增加導致員工成本、物料及分包成本整體增加。下表載列本集團服務成本之詳情：

For the year ended 31 March 截至三月三十一日止年度

| | | 2023 二零二三年 | | 2022 二零二二年 | |
|------------------------------------------------|------------------|-----------------|-----------------------------|-----------------|-----------------------------|
| | | HK\$'000 千港元 | % of total 佔總額 百分比(%) | HK\$'000 千港元 | % of total 佔總額 百分比(%) |
| Costs of construction services | 建築服務成本 | | | | |
| Raw materials | 原材料 | 62,459 | 12.7 | 34,696 | 8.3 |
| Direct labour | 直接勞工 | 95,684 | 19.4 | 91,668 | 22.0 |
| Subcontracting fee | 分包費用 | 254,792 | 51.7 | 192,197 | 46.0 |
| Other direct costs | 其他直接成本 | 80,102 | 16.2 | 98,970 | 23.7 |
| Subtotal | 小計 | 493,037 | 100.0 | 417,531 | 100.0 |
| Costs of media and advertising business | 媒體及廣告業務成本 | - | - | - | - |
| Subtotal | 小計 | - | - | - | - |
| Total | 總額 | 493,037 | 100.0 | 417,531 | 100.0 |

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Gross profit/(loss)

The gross profit for the Group for the year ended 31 March 2023 amounted to approximately HK\$3.4 million (2022: gross loss of approximately HK\$9.4 million). The gross profit margin of the Group amounted to approximately 0.7% (2022: gross loss margin of approximately 2.3%) for the year. The turnaround from gross loss to gross profit was mainly due to the increase in work from certain civil engineering projects which were in early working stage with higher gross profit margin and the implementation of operation plans by the Group to control construction costs.

Other income

The Group's other income for the year ended 31 March 2023 increase by approximately 2.6% to approximately HK\$4.6 million (2022: approximately HK\$4.5 million) as compared with that for the previous year. Other income consisted of the subsidies of the Employment Support Scheme under the Anti-epidemic Fund, set up by the Hong Kong Government and other income.

Other gains/(losses), net

The Group's other gains, net for the year ended 31 March 2023 was amounted to approximately HK\$7.4 million (2022: other losses, net of approximately HK\$0.5 million). Other gains, net mainly consisted of gain on modification of promissory note and net gains on disposal of property, plant and equipment.

毛利／(損)

本集團於截至二零二三年三月三十一日止年度之毛利約為3,400,000港元(二零二二年：毛損約9,400,000港元)。本集團於本年度之毛利率約為0.7%(二零二二年：毛損率約2.3%)。由毛損轉為毛利主要由於來自若干土木工程項目(其處於早期工程階段且毛利率較高)的工程量增加，以及本集團實施營運計劃控制建築成本。

其他收入

本集團截至二零二三年三月三十一日止年度之其他收入較去年增加約2.6%至約4,600,000港元(二零二二年：約4,500,000港元)。其他收入包括香港政府成立的抗疫基金的保就業計劃下收取補貼及其他收入所致。

其他收益／(虧損)淨額

本集團截至二零二三年三月三十一日止年度之其他收益淨額為約7,400,000港元(二零二二年：其他虧損淨額約500,000港元)。其他收益淨額主要包括修訂承兌票據之收益及出售物業、廠房及設備之收益淨額。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Selling and distribution expenses

The Group's selling and distribution expenses for the year ended 31 March 2023 was amounted to approximately HK\$NIL (2022: approximately HK\$0.8 million). The selling and distribution expenses were mainly consisted of advertising expenses for the television broadcasting business included in media and advertising business for the year.

Administrative and operating expenses

The Group's administrative and operating expenses for the year ended 31 March 2023 decreased by approximately 13.0% to approximately HK\$15.2 million (2022: approximately HK\$17.5 million) as compared with that for the previous year. The administrative and operating expenses mainly consisted of auditors' remuneration, legal and professional fees, staff costs (including Directors' remuneration), depreciation expenses and rental expenses.

Finance costs

The Group's finance costs for the year ended 31 March 2023 decreased by approximately 35.9% to approximately HK\$13.2 million (2022: approximately HK\$20.6 million) as compared with that for the previous year. The finance costs mainly consist of interest expenses for the promissory note and default interest on convertible notes. The decrease in finance costs was mainly due to the reduction of effective interest expense on convertible notes due to its maturity in December 2021.

銷售及分銷開支

本集團截至二零二三年三月三十一日止年度之銷售及分銷開支為約零港元(二零二二年：約800,000港元)。本年度銷售及分銷開支主要包括納入媒體及廣告業務之電視播放業務之廣告開支。

行政及經營開支

本集團於截至二零二三年三月三十一日止年度的行政及經營開支較去年減少約13.0%至約15,200,000港元(二零二二年：約17,500,000港元)。行政及經營開支主要包括核數師薪酬、法律和專業費用、員工成本(包括董事薪酬)、折舊開支以及租金開支。

融資成本

本集團於截至二零二三年三月三十一日止年度的融資成本較去年減少約35.9%至約13,200,000港元(二零二二年：約20,600,000港元)。融資成本主要包括承兌票據之利息開支及可換股票據之違約利息。融資成本減少乃主要由於可換股票據將於二零二一年十二月到期，因此實際利息費用減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Impairment assessment of contract assets and receivables

The Group made a provision of additional expected credit losses allowance of approximately HK\$83,000 (2022: approximately HK\$707,000) and approximately HK\$308,000 (2022: approximately HK\$149,000) for trade receivable and contract assets based on the impairment assessment for the year ended 31 March 2023. According to the policy of impairment provision of receivables of the Group, the Group: (i) has decided the receivable portfolio by using aging as the credit risk characteristics, and has made provisions for doubtful debts for trade receivables and other receivables based on the aging analysis approach, and (ii) has sorted the customers against whom the provisions for doubtful debts has been made, and has estimated the expected credit loss, taking into account the recoverability of certain receivables, in order to estimate the impairment provisions for receivables.

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

As at 31 March 2023 and 2022, the management of the Group conducted impairment assessment on recoverable amounts of property, plant and equipment and right-of-use assets respectively. The recoverable amount of the relevant assets has been determined on the basis of their value in use and fair value less cost to disposal. An impairment of approximately HK\$NIL (2022: approximately of HK\$1,517,000) and HK\$NIL (2022: approximately HK\$NIL) has been recognised against the carrying amount of property, plant and equipment and right-of-use assets during the year ended 31 March 2023 respectively.

合約資產及應收款項之減值評估

本集團根據截至二零二三年三月三十一日止年度的減值評估分別就貿易應收款項及合約資產計提額外預期信貸虧損撥備約83,000港元(二零二二年：約707,000港元)及約308,000港元(二零二二年：約149,000港元)。根據本集團應收款項之減值撥備政策，本集團：(i)已透過使用賬齡作為信貸風險特徵而決定貿易應收款項組合，並已根據賬齡分析方法計提貿易應收款項及其他應收款項的呆賬撥備，及(ii)根據已對客戶作出呆賬撥備將客戶排序，並計及若干應收款項之可收回性而估計預期信貸虧損，從而估計應收款項之減值撥備。

物業、廠房及設備及使用權資產減值評估

於二零二三年及二零二二年三月三十一日，本集團管理層分別對物業、廠房及設備以及使用權資產的可收回金額進行了減值評估。相關資產的可收回金額乃根據使用價值及公平值減出售成本釐定。截至二零二三年三月三十一日止年度，已就物業、廠房及設備以及使用權資產的賬面值分別確認減值約零港元(二零二二年：約1,517,000港元)及零港元(二零二二年：約零港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Net loss

The net loss of the Group for the year ended 31 March 2023 decreased by 77.6% to approximately HK\$9.5 million (2022: approximately HK\$42.1 million) as compared with that for the previous year. The decrease in net loss was mainly due to turnaround from gross loss to gross profit and decrease in finance costs during the year.

Loss per Share

The basic loss per Share attributable to the owners of the Company for the year ended 31 March 2023 was approximately HK0.23 cents (2022: approximately HK1.03 cents).

PROSPECTS

The global outbreak of the novel coronavirus COVID-19 and its variants have been causing continuous unprecedented disruptions in business operations and the Hong Kong economy as a whole seriously since January 2020. Amid the uncertain economic outlook, the provision of civil engineering service business will continue to provide a stable revenue source and remain the major contributor to the Group's revenue while the Group is endeavoured to develop its media and advertising business. The Group will continue to adopt the strategy of diversifying the business spectrum and broadening the revenue base of the Group.

淨虧損

截至二零二三年三月三十一日止年度，本集團淨虧損較去年減少約77.6%至約9,500,000港元（二零二二年：約42,100,000港元）。淨虧損減少乃主要由於年內由毛損轉為毛利及融資成本減少所致。

每股虧損

截至二零二三年三月三十一日止年度，本公司擁有人應佔每股基本虧損為約0.23港仙（二零二二年：約1.03港仙）。

前景

自二零二零年一月新型冠狀病毒（「COVID-19」）及其變種在全球各地爆發以來，對商業營運及香港整體經濟持續造成前所未有的嚴重干擾。面對經濟前景不明朗，提供土木工程服務業務將繼續提供穩定的收益來源，並仍會是本集團的主要收益貢獻者，同時本集團亦將繼續發展媒體及廣告業務。本集團將繼續採取策略多元化發展業務及擴闊本集團的收益基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Provision of civil engineering services

Going forward, the prospect of provision of civil engineering services is expected to be challenging in the coming years. The competition in the market is still as fierce as ever. To tackle with the forthcoming difficulties, the Group has been actively monitoring market conditions and taking appropriate measures to mitigate any negative impact on the business and performance of the Group. The Group will closely monitor the projects' progress and communicate with suppliers and subcontractors, maintain close communication with customers on the latest project works schedules and arrangements. The Group will also continue to strengthen its cost control measures and resources management policies, and actively participate in tendering and bidding to maintain its market competitiveness. Despite the difficulties encountered, the Group is conservatively optimistic on the Group's construction business as a result of the long-term infrastructure investment policy in Hong Kong. The Group is well positioned to capitalize on this growth opportunity, thanks to our strong brand reputation, experienced management team, and dedicated workforce and remains committed to driving sustainable growth in this segment and creating long-term value for the shareholders of the Company.

提供土木工程服務

展望未來，預計未來數年提供土木工程服務的前景將充滿挑戰。市場競爭依然一如既往般激烈。為應付不久將來的困難，本集團一直積極監察市場狀況並採取適當措施，以減輕對本集團業務及表現造成的負面影響。本集團將會密切監察項目並與供應商及分包商進行溝通，與客戶密切溝通最新項目工程計劃及安排。此外，本集團亦將持續加強成本控制措施及資源管理政策，積極參與招標及投標以維持市場競爭力。儘管面對不少困難，受惠於香港長期基建投資政策，本集團對建築業務持保守樂觀態度。憑藉強大的品牌聲譽、經驗豐富的管理團隊及敬業的員工隊伍，本集團已做好準備充分抓緊這一增長機會，繼續致力於推動此業務領域的可持續增長，致力為本公司股東創造長期價值。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Media and advertising business

During the year, the performance of media and advertising services segment was severely suffered due to uncertain economic outlook and weak consumer demands. The Group anticipated that the prospects for the media and advertising business will become more promising in 2023 due to the improved macroeconomic atmosphere and market conditions coupled with the increase in clients' advertising budgets. The Group will monitor the advertising market situation in Hong Kong closely with strategic plans in controlling the operation costs and expenses whilst allocating its resources to maintaining the servicing quality and seeking for other business opportunities in the industry.

The Group will continue to cautiously monitor the business opportunities and continue to strengthen its competitiveness in the market to enhance the profitability of the Group and interests of the shareholders of the Company.

CAPITAL STRUCTURE

The Shares were listed on GEM on 30 August 2010. The capital of the Group comprises only ordinary shares.

Total equity attributable to the owners of the Company amounted to approximately HK\$396.3 million in deficit as at 31 March 2023 (31 March 2022: approximately HK\$386.8 million). The decrease in equity was mainly resulted from net loss for the year.

LIQUIDITY AND FINANCIAL RESOURCES

During the year ended 31 March 2023, the Group generally financed its operations through internally generated cash flows.

As at 31 March 2023, the Group had net current liabilities of approximately HK\$370.5 million (31 March 2022: approximately HK\$404.0 million), including cash balance of approximately HK\$51.6 million (31 March 2022: approximately HK\$42.6 million). The current ratio, being the ratio of current assets to current liabilities, was approximately 0.37 as at 31 March 2023 (31 March 2022: approximately 0.32).

媒體及廣告業務

年內，由於經濟前景不明朗及消費者需求疲弱，媒體及廣告服務分部的表現遭受嚴重打擊。本集團預期，由於宏觀經濟氛圍及市場狀況有所改善，加上客戶的廣告預算增加，二零二三年媒體及廣告業務前景將更加樂觀。本集團將密切監察香港廣告市場狀況，並制定策略計劃以控制營運成本及開支，同時分配資源維持服務質素及尋求業內其他商機。

本集團將持續審慎監察商機及繼續鞏固其市場競爭力，以提升本集團盈利能力及本公司股東利益。

資本架構

股份於二零一零年八月三十日在GEM上市。本集團股本僅包括普通股。

於二零二三年三月三十一日，本公司擁有人應佔權益總額虧絀約396,300,000港元（二零二二年三月三十一日：約386,800,000港元）。權益減少乃主要由於本年度淨虧損所致。

流動資金及財務資源

截至二零二三年三月三十一日止年度，本集團一般透過內部產生之現金流量為其經營提供資金。

於二零二三年三月三十一日，本集團之流動負債淨額為約370,500,000港元（二零二二年三月三十一日：約404,000,000港元），包括現金結餘約51,600,000港元（二零二二年三月三十一日：約42,600,000港元）。於二零二三年三月三十一日，流動比率（即流動資產與流動負債之比率）為約0.37（二零二二年三月三十一日：約0.32）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GEARING RATIO

The gearing ratio, which is based on the total amount of promissory note, convertible notes, lease liabilities and contract liabilities divided by total assets, was approximately 160.8% as at 31 March 2023 (31 March 2022: approximately 173.8%).

FOREIGN EXCHANGE EXPOSURE

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies. The Directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity. During the year ended 31 March 2023, the Group was mainly exposed to foreign currency exchange risk of Renminbi and the management mainly monitored the foreign currency exchange risk with advices from the Group's major banks.

CAPITAL COMMITMENT

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

CHARGES ON THE GROUP'S ASSETS

As at 31 March 2023, the Group's machinery with net book values amounted to approximately HK\$9.4 million (2022: approximately HK\$4.0 million) were held under finance lease.

CONTINGENT LIABILITIES

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

資產負債比率

資產負債比率乃以承兌票據、可換股票據、租賃負債及合約負債之總額除以總資產計算，於二零二三年三月三十一日為約160.8%（二零二二年三月三十一日：約173.8%）。

外匯風險

各集團實體收取之大部份收益及所產生之大部份開支以其各自之功能貨幣計值。董事認為，本集團面臨之外匯風險甚微，乃由於本集團之大部份交易以各單獨集團實體之功能貨幣計值。截至二零二三年三月三十一日止年度，本集團主要面臨人民幣外匯風險，而管理層主要根據本集團主要往來銀行之建議監管外匯風險。

資本承擔

於二零二三年三月三十一日，本集團並無任何重大資本承擔（二零二二年三月三十一日：無）。

本集團資產質押

於二零二三年三月三十一日，本集團根據融資租賃持有賬面淨值約9,400,000港元（二零二二年：約4,000,000港元）之機器。

或然負債

於二零二三年三月三十一日，本集團並無任何重大或然負債（二零二二年三月三十一日：無）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INFORMATION ON EMPLOYEES

As at 31 March 2023, the Group had 228 full-time staff in Hong Kong and over 90% of them are direct labour. Total staff costs (including Directors' remuneration) for the year ended 31 March 2023 amounted to approximately HK\$99.9 million (2022: approximately HK\$99.6 million), representing an increase of approximately 0.27% over that for the previous year. The increase was mainly due to increase of works from provision of civil engineering business for the year.

SIGNIFICANT INVESTMENT HELD

Except for investment in subsidiaries, during the year ended 31 March 2023 and as at the end of the reporting period, the Group did not hold any significant investment in equity interest in any company.

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

As at 31 March 2023, the Group did not have other plans for material investments and capital assets.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the year ended 31 March 2023, the Group did not have any material acquisitions and disposals of subsidiaries and affiliated companies.

僱員資料

於二零二三年三月三十一日，本集團在香港有228名全職員工，其中逾90%為直接勞工。截至二零二三年三月三十一日止年度之總員工成本（包括董事薪酬）為約99,900,000港元（二零二二年：約99,600,000港元），較去年增加約0.27%。增加乃主要由於年內提供土木工程業務的項目的工程量增加。

所持重大投資

除於附屬公司之投資外，截至二零二三年三月三十一日止年度及於報告期末，本集團並無於任何公司之股權中持有任何重大投資。

重大投資及資本資產之未來計劃

於二零二三年三月三十一日，本集團並無重大投資及資本資產之其他計劃。

重大收購及出售附屬公司及聯屬公司

截至二零二三年三月三十一日止年度，本集團並無任何重大收購及出售附屬公司及聯屬公司。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

DIRECTORS

Executive Directors

Dr. Jiang Yan (姜岩), aged 54, the chairman of the Board, is responsible for the overall business planning and corporate strategy of the Group. Dr. Jiang obtained a Doctorate of philosophy in Science from University of Science and Technology of China (中國科學技術大學) in 2003. Dr. Jiang joined Xinhua News Agency after his graduation from university in 1990 and held the positions of the deputy officer and the officer of Scientific Editorial Office of International Department of Xinhua News Agency* (新華社國際部科技編輯室副主任及主任). He had been the vice-president of Xinhua News Agency European Regional Bureau* (新華社歐洲總分社副社長) since 2009, and had been re-designated as the deputy officer of International Department of Xinhua News Agency* (新華社國際部副主任) from 2015 to 2017. Apart from the positions held in Xinhua News Agency, Dr. Jiang took a temporary post as the deputy general secretary of Cheng Jiang County of Yun Nan Province of the PRC* (雲南澄江縣中共縣委副書記). He had also held the positions as the Deputy Secretary of Chinese Society for Science and Technology Journalism* (中國科技新聞學會副秘書長) and the Secretary of The Beijing Press Association – Science Field* (北京科技記協秘書長), and was a member of the International Journalists Alliance – Science Field* (世界科技記者聯盟). Dr. Jiang is currently the chairman of the board and chief executive officer of CNC China and director of China Xinhua NNC. In the last three years, he held no directorship in any listed public companies. Dr. Jiang has entered into a service contract with the Company for an initial term of three years commencing from 14 August 2017, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice.

董事

執行董事

姜岩博士，54歲，為董事長，負責本集團整體業務規劃及公司策略。姜博士於二零零三年獲得中國科學技術大學理學博士學位。姜博士於一九九零年大學畢業後進入新華社工作，歷任新華社國際部科技編輯室副主任及主任。彼於二零零九年出任新華社歐洲總分社副社長，並於二零一五年至二零一七年調任為新華社國際部副主任。除於新華社任職外，姜博士曾掛職任中國雲南澄江縣中共縣委副書記。彼亦曾兼任中國科技新聞學會副秘書長及北京科技記協秘書長，亦為世界科技記者聯盟成員之一。姜博士現為中國新華新聞電視網(中國)董事長兼行政總裁及中國新華新聞電視網之董事。於過去三年內，彼並無於任何上市公眾公司擔任任何董事職務。姜博士已與本公司訂立服務合約，自二零一七年八月十四日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Dr. Li Yong Sheng (李永升), aged 52, vice-chairman of the Board and chief executive officer of the Group, is responsible for overseeing the overall project management and daily operations. Dr. Li is a reporter superior (主任記者) of Xinhua News Agency and has been working in Xinhua News Agency since his graduation from Wuhan University with a degree of Bachelor of Economics and Management in 1992. Dr. Li obtained a Doctorate of philosophy in Economics from Wuhan University of Technology in 2010. Dr. Li has participated in the financial investment seminar of Tsinghua University and passed the China Securities Qualification Examination. Dr. Li has held the positions of reporter and editor in financial and economical businesses. Dr. Li has served as the associate director of the service line of Xinhua News Agency (新華社服務專線副總監) since 2003 and the editor of Xinhua News Agency Audio and Video News Desk and the officer of the Financial Television Centre (財經電視中心主任) since 2009. Dr. Li also has extensive management experience and culture and media operation experience, including working with the General Office of the Standing Committee of the National People's Congress (全國人大常委會辦公廳) and the general office of the special steering committee of the Central Government (中央專項領導小組辦公室), and serving as the final correspondent of Xinhua News Agency (新華社終審發稿人), the deputy general manager of China Xinhua NNC and the director of China Finance Television (中國金融電視台台長). Dr. Li is a director of China Xinhua NNC. In the last three years, Dr. Li did not hold any directorships in any listed public companies. Dr. Li has entered into a service contract with the Company for an initial term of three years commencing from 8 December 2017, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice.

李永升博士，52歲，本集團副董事長及行政總裁，負責監督整體項目管理及日常營運。李博士為新華社主任記者，自一九九二年於武漢大學經濟管理系畢業後進入新華社工作。李博士於二零一零年獲得武漢理工大學經濟學博士學位。李博士曾參加清華大學金融投資研修班，並通過中國證券從業資格考試。李博士曾任職金融及經濟方面之記者和編輯。李博士自二零零三年起擔任新華社服務專線副總監及自二零零九年擔任新華社音視頻部編委兼財經電視中心主任。李博士亦擁有豐富的管理經驗以及文化及媒體運營經驗，包括配合全國人大常委會辦公廳及中央專項領導小組辦公室工作，並擔任新華社終審發稿人及中國金融電視台台長。李博士為中國新華新聞電視網董事。於過去三年內，李博士並無於任何上市公司擔任任何董事職務。李博士已與本公司訂立服務合約，自二零一七年十二月八日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Liu Da Yong (劉大勇), aged 48, obtained a Bachelor degree of Law in Armed Police College in 2007. Mr. Liu joined Xinhua News Agency in 2005 and held the positions of assistant editor of Xinhua News Agency Audio News Desk (新華音像中心) and the legal specialist of Xinhua News Agency Audio and Video News Desk (新華社音視頻部) from 2005 to 2010. Mr. Liu was the head of the legal department of CNC China from 2013 to 2017. Mr. Liu is a deputy director of administration department of CNC China and a director of China Xinhua NNC. In the last three years, Mr. Liu did not hold any directorships in any listed public companies. Mr. Liu has entered into a service contract with the Company for an initial term of three years commencing from 8 December 2017, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice.

Mr. Kan Kwok Cheung (簡國祥), aged 58, is the founder of the Group. Mr. Kan formed TYW and TY Civil in 1996 and 2000 respectively and has been the director of both companies since their formation. Mr. Kan has over 30 years of experience in handling civil engineering projects of various types. In the last three years, he held no directorships in any listed public companies. Mr. Kan has entered into a service contract with the Company for an initial term of three years commencing from 11 August 2010, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other or three months' salary being payment in lieu of notice. In addition, Mr. Kan has entered into an employment contract with TYW to act as the director of TYW for a continuous term commencing from 6 February 1996 until terminated by not less than thirty days' notice in writing served by either party on the other or thirty days' salary being payment in lieu of notice.

劉大勇先生，48歲，於二零零七年獲得武警工程學院法律專業學士學位。劉先生於二零零五年加入新華社，於二零零五年至二零一零年期間歷任新華音像中心助理編輯及新華社音視頻部法務。劉先生於二零一三年至二零一七年出任中國新華新聞電視網(中國)法務負責人。劉先生為中國新華新聞電視網(中國)人力行政部副主任及中國新華新聞電視網董事。於過去三年內，劉先生並無於任何上市公眾公司擔任任何董事職務。劉先生已與本公司訂立服務合約，自二零一七年十二月八日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。

簡國祥先生，58歲，為本集團之創辦人。簡先生分別於一九九六年及二零零零年成立進業水務及進業土木，並自其成立起成為該兩家公司之董事。簡先生擁有逾30年處理各類土木工程項目之經驗。於過去三年內，彼並無於任何上市公眾公司擔任任何董事職務。簡先生已與本公司訂立服務合約，自二零一零年八月十一日起初步為期三年，並將持續有效，直至任何一方向另一方發出不少於三個月之書面終止通知或支付三個月薪金作代通知金為止。此外，簡先生已經與進業水務訂立一份僱傭合約，擔任進業水務董事，連續任期由一九九六年二月六日起直至任何一方向另一方發出不少於三十日之書面終止通知或支付三十日薪金作代通知金為止。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Non-Executive Directors

Ms. Tang Li (唐麗), aged 45, obtained a master of business administration in executive management degree in Royal Roads University in 2010. Ms. Tang joined Xinhua News Agency in 2009 and held the positions of accountant of Xinhua News Agency Audio News Desk* (新華 音像中心) and was re-designated as the accountant of Xinhua News Agency Audio and Video News Desk* (新華社音視頻部) in 2010. She was the Planning and Finance Director of CNC China from 2013 to 2017. She is currently the Deputy Director of Financial Assets Department of CNC China and a director of China Xinhua NNC. In the last three years, she held no directorships in any listed public companies.

Mr. Law Cheuk Hung (羅焯雄), aged 66, has been the administration manager of TYW and TYC since December 2012 and further been appointed as a director of TYW and TYC since November 2015. Mr. Law is experienced in office administration and tender estimate relating to construction projects and has over 35 years of experience in civil construction works for various companies prior to joining the Group. Mr. Law obtained a diploma in civil engineering and a higher certificate in civil engineering from The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in 1978 and 1980 respectively. In the last three years, he held no directorships in any listed public companies.

非執行董事

唐麗女士，45歲，於二零一零年獲得加拿大皇家大學行政管理學碩士學位。唐女士於二零零九年進入新華社工作，曾任新華音像中心會計，並於二零一零年調任為新華社音視頻部會計。彼於二零一三年至二零一七年期間出任中國新華新聞電視網(中國)計劃財務部主任。彼現任中國新華新聞電視網(中國)之財務資產部副主任及中國新華新聞電視網董事。於過去三年內，彼並無於任何上市公眾公司擔任董事職務。

羅焯雄先生，66歲，自二零一二年十二月起擔任進業水務及進業土木之行政經理，其後於二零一五年十一月起獲同時委任為進業水務及進業土木之董事。羅先生於行政管理及工程估算有豐富經驗，加入本集團前曾於多間不同公司服務並於土木工程方面擁有逾35年經驗。羅先生於一九七八年及一九八零年於香港理工大學(前稱香港理工學院)分別獲土木工程文憑及土木工程高級證書。於過去三年內，彼並無於任何上市公眾公司擔任董事職務。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent Non-Executive Directors

Mr. Wu Guo Ming (吳國銘), aged 60, holds two master degrees and has over 22 years of experience in enterprise management, investment, project operations and capital market operations. Mr. Wu was awarded the qualification of State Senior Corporate Culture Lecturer* (國家高級企業文化師) in 2014 and obtained the required qualification to work in the fund management sectors (基金從業資格) in 2016. He obtained a bachelor degree of Mathematics from South China Normal University in 1983, a degree of master of Education from South China Normal University in 1988 and a degree of master of Business Administration from Indiana University of Pennsylvania in 1993. Mr. Wu is currently the deputy general manager of Guangdong Ande Equities Investment Company Limited* (廣東安德股權投資有限公司). Mr. Wu also served as the director and deputy general manager of Guangdong Zhujiang Investment Company Limited* (廣東珠江投股權資股份有限公司) from 2002 to 2003 and as the chairman and president of Guangdong Yingtong Network Investment Company Limited* (廣東盈通網路投資有限公司) between 2003 and 2015. In the last three years, Mr. Wu did not hold any directorships in any listed public companies. He has not, by himself or through his firm in which he practices, provided professional services to the Company in last two years.

獨立非執行董事

吳國銘先生，60歲，持有雙碩士學位，並於企業管理、投資、項目運營及資本市場運作擁有逾22年經驗。吳先生於二零一四年榮獲國家高級企業文化師資格，並於二零一六年取得基金從業資格。彼於一九八三年畢業於華南師範大學，持有數學系學士學位，並於一九八八年於華南師範大學獲得教育學碩士學位及於一九九三年於美國印第安那賓夕法尼亞大學獲得工商管理碩士學位。吳先生現任廣東安德股權投資有限公司之副總經理。吳先生亦於二零零二年至二零零三年期間曾任廣東珠江投股權資股份有限公司之董事兼副總經理，及於二零零三年至二零一五年期間曾任廣東盈通網路投資有限公司之董事長兼總裁。於過去三年內，吳先生並無於任何其他上市公眾公司擔任任何董事職務。於過去兩年內，彼尚未親自或透過其執業之公司向本公司提供專業服務。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Wan Chi Keung, Aaron, BBS, JP (尹志強先生), aged 73, obtained a degree of master of Business Administration from The Chinese University of Hong Kong in 2008 and a degree of master of Buddhist studies from The University of Hong Kong in 2010. Mr. Wan was appointed as a Justice of the Peace (JP) in 1997 and was awarded the Bronze Bauhinia Star (BBS) in the Hong Kong Special Administrative Region 2004 Honours List. Mr. Wan is engaged in the business of property and chattel valuation and auction. Mr. Wan is a fellow of The Royal Institution of Chartered Surveyors, an associate of The Institution of Business Agents, a member of The Land Institute (London), an associate of The Chartered Institute of Arbitrators and a fellow of The Institute of Administrative Accounting. Mr. Wan is currently appointed as the independent non-executive director of Lee & Man Chemical Company Limited (a company listed on the main board of the Stock Exchange, stock code: 746) and Tongda Hong Tai Holdings Ltd (a company listed on the main board of the Stock Exchange, stock code: 2363). Mr. Wan has been appointed as independent non-executive director of Universe Printshop Holdings Limited (a company listed on the GEM board of the Stock Exchange, stock code: 8448) until 1 July 2022. Save as disclosed above, Mr. Wan did not hold any directorships in any other listed public companies in last three years. He has not, by himself or through his firm in which he practices, provided professional services to the Company in last two years.

尹志強先生，*銅紫荊星章*，*太平紳士*，73歲，於二零零八年於香港中文大學獲得工商管理碩士學位及於二零一零年於香港大學獲得佛學碩士學位。尹先生於一九九七年獲委任為太平紳士及於香港特別行政區二零零四年授勳名單中獲授予銅紫荊星章。尹先生從事物業及動產估值及拍賣業務。尹先生為英國皇家特許測量師學會之資深會員、英國商業經紀學會會員、英國倫敦土地學會會員、英國皇家仲裁學會會員及英國管理會計師學會之資深會員。尹先生現任理文化工有限公司（一間於聯交所主板上市之公司，股份代號：746）及通達宏泰控股有限公司（一間於聯交所主板上市之公司，股份代號：2363）之獨立非執行董事。尹先生直至二零二二年七月一日為止獲委任為環球印館控股有限公司（一間於聯交所GEM上市之公司，股份代號：8448）之獨立非執行董事。除以上所披露者外，在過去三年內，尹先生並無於任何其他上市公眾公司擔任任何董事職務。於過去兩年內，彼尚未親自或透過其執業之公司向本公司提供專業服務。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board hereby presents this Corporate Governance Report for the year ended 31 March 2023.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders and enhance the performance of the Group.

The Company has applied the principles and code provisions in the Code on Corporate Governance Code (the “Code”) as set out in Appendix 15 to the GEM Listing Rules.

In the opinion of the Board, the Company has complied with the Code throughout the year ended 31 March 2023, except for paragraphs C.1.8, C.1.6 and C.2.7, and C.5.1 of the Code. This report further illustrates in detail as to how the Code was applied, inclusive of the considered reasons for any deviation throughout the year ended 31 March 2023.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms which are the same as the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

The Company periodically issues notices to its Directors reminding them of the general prohibition on dealing in the Company’s listed securities during the blackout periods before the publication of announcements of financial results.

The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the required standards of dealings throughout the year ended 31 March 2023. The Company was not aware of any non-compliance in this respect throughout the year ended 31 March 2023.

董事會謹此呈列截至二零二三年三月三十一日止年度之企業管治報告。

企業管治常規

本公司一直致力維持高水平之企業管治，務求保障股東利益及提高本集團之表現。

本公司已應用GEM上市規則附錄十五所載之企業管治守則（「守則」）之原則及守則條文。

董事會認為，除守則第C.1.8段、第C.1.6及第C.2.7及C.5.1段之規定外，本公司於截至二零二三年三月三十一日止年度全年一直遵守守則。本報告進一步詳細說明守則如何獲應用，包括於截至二零二三年三月三十一日止年度全年之任何偏離情況之所考慮理由。

董事進行證券交易

本公司採納一項董事進行證券交易之行為守則，其條款與GEM上市規則第5.48至5.67條所載交易必守標準一致。

本公司定期向其董事發出通知，提醒彼等於財務業績公佈刊發前之禁制期內買賣本公司上市證券之一般禁制規定。

本公司經向董事作出特定查詢後確認，全體董事於截至二零二三年三月三十一日止年度全年一直遵守交易必守標準。據本公司所知，截至二零二三年三月三十一日止年度全年，並無任何違規事宜。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD OF DIRECTORS

The Board is accountable for promoting the success of the Company by directing and supervising its affairs in a responsible and effective manner. Each Director has a duty to act in good faith and in the best interests of the Company.

Matters reserved for the Board include, but not limited to:

- approval of the Group's long term objectives and strategy, policies and annual budgets;
- oversight of the Group's operations and management;
- approval of major changes to the Group's corporate structure, management and control structure;
- approval of quarterly, interim and annual results;
- approval of any significant changes in accounting policies or practices;
- responsible for the system of internal control and risk management;
- approval of matters in relation to Board membership and Board remuneration;
- review of the existing policies of the Company on corporate governance;
- review of the coverage of knowledge and skills of the training sessions arranged for the Directors and senior management by the Company;
- evaluated the effectiveness of internal safeguard procedure for overseeing timely disclosure of material inside information and perseverance of its confidentiality;

董事會

董事會以負責任、重效益的態度領導及監管本公司事務，令本公司取得成功。各董事均有責任以本公司的最佳利益為前提真誠行事。

交由董事會處理的事宜包括但不限於：

- 批准本集團之長期目標及策略、政策及年度預算；
- 監管本集團之業務營運及管理；
- 批准本集團的公司架構、管理層及監控架構之重大變動；
- 批准季度、中期及年度業績；
- 批准會計政策或慣例之任何重大變動；
- 負責內部監控及風險管理制度；
- 批准與董事會成員及董事會薪酬有關之事宜；
- 檢討本公司現有企業管治政策；
- 檢討本公司為董事及高級管理層安排培訓課程之知識及技能涵蓋範圍；
- 評估監察適時披露重要內幕消息及維護消息保密性之內部保障程序之有效性；

CORPORATE GOVERNANCE REPORT

企業管治報告

- review and monitor the policies and practices on compliance with legal and regularity requirements;
- monitor the compliance of code of conduct by the Directors and relevant employees of the Group; and
- review of the Company's compliance with the Code and disclosure in this report.
- 檢討及監督遵守法律及監管規定之政策及慣例；
- 監督董事及本集團有關僱員有否遵守行為守則；及
- 檢討本公司有否遵守守則及本報告之披露事宜。

Composition of the Board

The Board currently comprises eight Directors, including four executive Directors, two non-executive Directors and two independent non-executive Directors. Biographical details of the Directors are set out in the “Biographical Details of Directors” section on pages 31 to 36 of this report. The composition of the Board is set out as follows:

Executive Directors

Dr. Jiang Yan (*Chairman*)
Dr. Li Yong Sheng (*Vice chairman and Chief Executive Officer*)
Mr. Liu Da Yong
Mr. Kan Kwok Cheung

Non-Executive Directors

Ms. Tang Li
Mr. Law Cheuk Hung

Independent Non-Executive Directors

Mr. Wu Guo Ming
Mr. Wan Chi Keung, Aaron, *BBS JP*
Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

董事會之組成

董事會目前由八名董事組成，包括四名執行董事、兩名非執行董事及兩名獨立非執行董事。董事履歷詳情載於本報告第31至第36頁「董事履歷詳情」一節。董事會之組成載列如下：

執行董事

姜岩博士 (*主席*)
李永升博士 (*副主席兼行政總裁*)
劉大勇先生
簡國祥先生

非執行董事

唐麗女士
羅焯雄先生

獨立非執行董事

吳國銘先生
尹志強先生，*銅紫荊星章，太平紳士*
王忠業先生 (*於二零二二年十月十四日辭任*)

CORPORATE GOVERNANCE REPORT 企業管治報告

The list of Directors (by category) is also disclosed in all corporate communications issued by the Company pursuant to the GEM Listing Rules from time to time. The independent non-executive Directors are expressly identified in all corporate communications pursuant to the GEM Listing Rules. Every Director is entitled to have access to Board papers and related materials and has access to the advice and services of the Company Secretary. The Board and each Director also have separate and independent access to the Company's senior management.

The Board consists of a diverse mix of Board members in terms of age, gender and tenure of office. Besides, the Board members come from a variety of different backgrounds and have a diverse range of business, academic and professional experience. Current female Director accounts for about 12.5% of the Board (one female out of eight Directors). The Board considers that gender diversity is currently achieved in the Board and is committed to maintaining gender diversity in the Board. The Board will engage independent professional search firms, as and when appropriate, in its work to increase female representation on the Board and to develop a pipeline of potential successors to the Board to achieve gender diversity.

本公司根據GEM上市規則不時刊發的所有公司通訊中亦會披露董事名單(按類別劃分)。根據GEM上市規則，獨立非執行董事已於所有公司通訊中明確指出。每名董事有權查閱董事會文件及相關資料，及可向公司秘書尋求意見及服務。董事會及各董事亦可個別及獨立地接觸本公司之高級管理層。

董事會由不同的年齡、性別及任期的董事會成員組成。此外，董事會成員來自不同的背景，並在商業、學術和專業經驗方面，擁有多元化的專長。女性董事目前於董事會佔12.5% (八名董事中有一名女性董事)。董事會認為目前已於董事會中達成性別多元化，並致力於維持董事會性別多元化。董事會將委聘獨立專業獵頭公司，適時於其工作中增加董事會女性代表，並培養潛在董事會繼任人，以實現性別多樣性。

CORPORATE GOVERNANCE REPORT

企業管治報告

Non-compliance with Rules 5.05(1), 5.05(2), 5.05A, 5.36A and 5.28 of the GEM Listing Rules

Reference is made to the announcements of the Company dated 11 August 2020 and 14 October 2022 in relation to its non-compliance with Rules 5.05(1), 5.05(2), 5.05A, 5.36A and 5.28 of the GEM Listing Rules.

Following the retirement and resignation of certain former directors on 11 August 2020 and on 14 October 2022, the Company has failed to meet the requirement that (1) there will be two independent non-executive directors on the Board which falls below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules; (2) there will be no independent non-executive directors have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) and Rule 5.28 of the GEM Listing Rules; (3) there will be two independent non-executive directors representing less than one-third of the Board as required under Rule 5.05A of the GEM Listing Rules; and (4) there will be two independent non-executive directors on the Nomination Committee which does not fulfil the requirement of establishing a nomination committee comprising a majority of independent non-executive directors as required under Rule 5.36A of the GEM Listing Rules.

The Company is in the process of looking for a suitable candidate to fill the vacancy. It takes time for the Company to look for and consider the qualifications of the candidates and the potential contributions the candidates can bring to the Board and to complete the internal selection and approval procedures for the appointment of new Board members in accordance with the nomination policy and procedures of the Company.

未符合GEM上市規則第5.05(1)條、第5.05(2)條、第5.05A條、第5.36A條及第5.28條

茲提述本公司日期為二零二零年八月十一日及二零二二年十月十四日有關其未符合GEM上市規則第5.05(1)條、第5.05(2)條、第5.05A條、第5.36A條及第5.28條的公告。

若干前任董事於二零二零年八月十一日及二零二二年十月十四日退任及辭任後，本公司未能符合下列要求：(1)董事會將包括兩名獨立非執行董事，少於GEM上市規則第5.05(1)條所規定之獨立非執行董事人數最低數目的要求；(2)本公司將無獨立非執行董事具備適當專業資格或具備適當的會計或相關的財務管理專長，未能符合GEM上市規則第5.05(2)條及第5.28條；(3)董事會包括兩名獨立非執行董事，少於GEM上市規則第5.05A條所規定之獨立非執行董事人數佔董事會人數至少三分之一的要求；及(4)提名委員會將包括兩名獨立非執行董事，未能符合GEM上市規則第5.36A條有關提名委員會由大多數獨立非執行董事組成之要求。

本公司正物色合適之候選人以填補空缺。根據本公司的提名政策及程序，本公司須花時間物色及考慮候選人的資質及候選人可為董事會帶來的潛在貢獻以完成內部選舉及委任新董事會成員的批准程序。

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and chief executive officer

In order to have a clear division between the management of the Board and the day-to-day management of the business operations of the Group, the role and duties of the chairman and the chief executive officer of the Company are carried out by different individuals.

Dr. Jiang Yan is the chairman of the Board. The chairman is responsible for strategic and business directions to the Board and ensures its effectiveness in all aspects. The Chairman provides leadership for the Board and ensures that the Company establishes sound corporate governance practices and procedures. He also encourages all the Directors to make a full and active contribution to the affairs of the Board.

Dr. Li Yong Sheng is the chief executive officer of the Company. The chief executive officer of the Company is responsible for the Company's day-to-day management and operations and focuses on implementing objectives, policies and strategies approved and delegated by the Board.

Responsibilities, Accountabilities and Contributions of the Board and Senior Management

The Board is the primary decision-making body of the Company and takes the responsibility to oversee all major matters of the Company, including the formulation and approval of all policy matters, overall strategies, internal control and risk management systems, and monitor the performance of the senior executives. The Directors have to make decisions objectively in the interests of the Company. The Board directly, and indirectly through its committees, leads and provides direction to the management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

主席及行政總裁

為明確董事會管理與本集團日常業務經營管理的分工，本公司主席及行政總裁的職位及職務由不同人士擔任。

姜岩博士為董事會主席。主席負責為董事會提供策略及業務指導並確保其在所有方面均有效力。主席領導董事會並確保本公司制定穩健之企業管治常規及程序。主席亦鼓勵全體董事全力積極投入董事會事務。

李永升博士為本公司行政總裁。本公司行政總裁負責本公司之日常管理及營運，全力實踐董事會所批准及授權之目標、政策及策略。

董事會及高級管理層之職責、問責及貢獻

董事會為本公司的主要決策機構及其職責為監督本公司所有主要事務，包括制定及批准所有政策事務、整體策略、內部監控及風險管理系統，以及監察高級行政人員的表現。董事須以本公司之利益作出客觀的決定。董事會直接或間接透過其委員會領導管理層及向其作出指示，制定策略並監督其實施，監察本集團的營運及財務表現，並確保設有健全的內部監控及風險管理制度。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board has delegated the responsibilities of the execution of strategies and decision making for day-to-day operation and administration functions of the Company to the management team headed by the chief executive officer. The Board has set out guidelines for management team as to when final authority should rest with the Board and its prior approval should be obtained before making decisions or entering into any commitments; issue of such include but not limited to any proposed notifiable transactions, connected transactions, significant investments, major business decisions related to operation and business strategy, change of key management of the Group and disclosure of inside information.

Appointment, re-election and removal

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three-month salary in lieu of notice.

Each of the non-executive Directors was appointed for a specific term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of non-executive Director will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three-month salary in lieu of notice.

董事會已將本公司戰略執行及日常營運與行政管理職能決策之責任轉授予由行政總裁領導之管理團隊。董事會已為管理團隊制訂指引，列明最終決定權何時歸屬於董事會，於作出決策或訂立任何承諾前須取得事先批准，包括但不限於任何建議須予公佈之交易、關連交易、重大投資、涉及營運及業務戰略之重大商業決定、本集團主要管理人員變動及內幕消息披露。

委任、膺選連任及罷免

各執行董事已與本公司訂立服務合約，初步固定年期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。執行董事之委任將持續有效，直至任何一方向另一方發出不少於三個月之事先書面終止通知或支付三個月薪金作代通知金為止。

各非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。非執行董事之委任將持續有效，直至任何一方向另一方發出不少於三個月之事先書面終止通知或支付三個月薪金作代通知金為止。

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Each of the independent non-executive Directors was appointed for a specific term of three years, subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of independent non-executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three-month salary in lieu of notice. If an independent non-executive director serves more than 9 years, his further appointment will be subject to a separate resolution to be approved by shareholders of the Company in accordance with the Code.

In accordance with the articles of association of the Company, at each AGM one third of the Directors for the time being shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the AGM. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

None of the Directors has a service contract with any member of the Group which does not expire or is not determinable by the relevant employer within one year without payment of compensation, other than statutory compensation.

各獨立非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。獨立非執行董事之委任將持續有效，直至任何一方向另一方發出不少於三個月之事先書面終止通知或支付三個月薪金作代通知金為止。倘獨立非執行董事任職已超過9年，根據守則，其是否獲續任須經本公司股東以獨立決議案批准。

根據本公司組織章程細則，在每屆股東週年大會上，當時三分之一的董事須輪流退任，惟每位董事必須最少每三年輪流退任一次。有關退任董事可符合資格於股東週年大會上膺選連任。所有獲董事會委任填補臨時空缺之董事，其任期至彼等獲委任後首次股東大會為止，並須於該大會上膺選連任，而所有獲董事會委任加入現有董事會的董事任期僅至下屆股東週年大會為止，屆時將符合資格膺選連任。

概無董事與本集團任何成員公司訂立不會於一年內屆滿或有關僱主不得於一年內終止而毋須支付任何賠償（法定賠償除外）之服務合約。

CORPORATE GOVERNANCE REPORT

企業管治報告

Independent Non-executive Directors

The Company has established mechanisms to ensure independent views and input are available to the Board, including without limitation by reviewing that the independent non-executive Directors have appropriate qualifications and expertise from time to time with sufficient time commitment to the Group, that the number of independent non-executive Directors comply with the requirements of the GEM Listing Rules, and that channels are established (including without limitation by questionnaires or at Board meetings) to assess and evaluate the independent non-executive Directors' contribution and views. The implementation and effectiveness of such mechanisms will be reviewed by the Board on an annual basis.

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

Paragraph C.2.7 of the Code provides that the chairman should at least annually hold meetings with the independent non-executive Directors without the executive Directors and non-executive Directors present. Although the chairman did not hold a meeting with the independent non-executive Directors, excluding the executive Directors and non-executive Directors during the year ended 31 March 2023, he delegated the company secretary to gather any concerns and/or questions that the independent non-executive Directors might have and report to him for setting up follow-up meetings, whenever necessary, in due course.

獨立非執行董事

本公司已訂立相關機制以確保董事會可獲得獨立觀點及意見，包括但不限於不時檢視獨立非執行董事持有合適資格及專業技能且已為本集團投入充分時間、獨立非執行董事數目已遵守GEM上市規則規定，以及已設立渠道（包括但不限於問卷調查或董事會會議）以評估獨立非執行董事的貢獻及意見。董事會將每年檢討有關機制的實施及成效。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條作出之年度獨立身份確認書。本公司認為，所有獨立非執行董事均屬獨立人士。

守則第C.2.7段規定主席須至少每年與獨立非執行董事舉行沒有執行董事及非執行董事出席的會議。儘管截至二零二三年三月三十一日止年度主席並無與獨立非執行董事舉行沒有執行董事及非執行董事出席的會議，惟主席授權公司秘書收集獨立非執行董事可能存有之任何疑慮及／或問題並向其匯報，以便於適當時候召開跟進會議（如有必要）。

CORPORATE GOVERNANCE REPORT

企業管治報告

Relation of the Board Members

All Directors are no relationships (including financial, business, family or other material or relevant relationships) among members of the Board.

Meeting of the Board

During the year ended 31 March 2023 and up to date of report, the Board had convened total 3 meetings. The attendance record of individual Directors at the Board and committees' meetings and general meetings are set out in page 63 of this report. The Code provision C.5.1 stipulates that the board of directors should meet regularly and board meeting should be held at least four times a year at approximately quarterly intervals. During the year, due to the delay in publication of financial results and suspension of trading in share of the Company, the Board has not held four board meetings. During the year, the Directors were provided with relevant information of the Company regarding the operation and financial performance of the Group. The Board has also made resolutions by circulation of written resolutions for all the Directors' execution from time to time. Together with the circulation of written materials to keep the Board informed throughout the year, sufficient measures had been taken to ensure that there was efficient communication among the Directors. The Board will endeavour to comply with the Code provision C.5.1 going forward.

Directors' Training and Professional Development

Every Director keeps abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company. The Company provides all members of the Board with monthly updates on the Group's performance and financial position.

董事會成員之關係

全體董事於董事會成員之間概無任何關係(包括財務、業務、家族或其他重大或相關關係)。

董事會會議

截至二零二三年三月三十一日止年度及直至本報告日期,董事會總共已召開3次會議。各董事出席董事會及委員會會議以及股東大會之記錄載於本報告第63頁。守則條文C.5.1規定董事會應定期舉行會議,且董事會會議應每年至少舉行四次,約每季度舉行一次。於本年度,因延遲公佈財務業績及本公司股份暫停交易,董事會並未召開四次董事會會議。於本年度,董事已獲提供本集團營運及財務表現的相關資料。董事會亦不時以書面決議案方式作出決議,以供全體董事執行。連同全年分發書面資料以向董事會通報狀況,董事會已採取充分措施確保董事之間的有效溝通。董事會今後將努力遵守守則條文C.5.1。

董事培訓及專業發展

各董事充分了解作為本公司董事之職責以及本公司之營運、業務活動及發展。本公司每月向全體董事會成員提供有關本集團之表現及財務狀況之更新資料。

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The Directors are aware of the requirement under the paragraph C.1.4 of the Code regarding continuous professional development. During the year, the Directors reviewed the monthly business and financial updates and other reading materials provided to them concerning latest developments in corporate governance practices and relevant legal and regulatory developments. A record of the Directors' participation in various continuous professional development program is kept by the company secretary as below:

董事知悉守則第C.1.4段項下有關持續專業發展的規定。於本年度，董事已審閱每月的業務及財務更新資料，以及其他向彼等提供的閱讀材料，內容有關企業管治常規的最新發展以及相關法律及監管發展。有關董事於各項持續專業發展課程的出席記錄由公司秘書保存如下：

| | | Training 培訓 | |
|---------------------------------------------------------------------|---------------------------------|-----------------------|-------------------------|
| | | Self-learning 自學進修 | Attend seminar 參加研討會 |
| Executive Directors | 執行董事 | | |
| Dr. Jiang Yan | 姜岩博士 | ✓ | |
| Dr. Li Yong Sheng | 李永升博士 | ✓ | |
| Mr. Liu Da Yong | 劉大勇先生 | ✓ | |
| Mr. Kan Kwok Cheung | 簡國祥先生 | ✓ | |
| Non-executive Directors | 非執行董事 | | |
| Ms. Tang Li | 唐麗女士 | ✓ | |
| Mr. Law Cheuk Hung | 羅焯雄先生 | ✓ | |
| Independent non-executive Directors | 獨立非執行董事 | | |
| Mr. Wu Guo Ming | 吳國銘先生 | ✓ | |
| Mr. Wan Chi Keung, Aaron, <i>BBS, JP</i> | 尹志強先生， <i>銅紫荊星章，太平紳士</i> | ✓ | |
| Mr. Wong Chung Yip, Kenneth <i>(resigned on 14 October 2022)</i> | 王忠業先生 <i>(於二零二二年十月十四日辭任)</i> | ✓ | ✓ |

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' insurance cover of legal action

Pursuant to code provision C.1.8 of the Code, the Company should arrange appropriate insurance cover in respect of legal action against its Directors. Such directors' liability insurance will be reviewed and renewed annually. Upon the expiry of insurance cover on 30 August 2020, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors as it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions.

BOARD COMMITTEES

The Board has established four committees, namely audit committee (the "Audit Committee"), nomination committee (the "Nomination Committee"), remuneration committee (the "Remuneration Committee") and risk management committee (the "Risk Management Committee"), to oversee particular aspects of the Company's affairs. Their respective terms of reference are set out in the Company's website.

Audit Committee

The Company has established the Audit Committee on 11 August 2010 with terms of reference in compliance with paragraph D.3.3 of the Code.

The primary duties of the Audit Committee include, among other things, reviewing and supervising the financial reporting process and internal control systems, as well as the overall risk management of the Group, reviewing the financial statements and the quarterly, interim and annual reports of the Group, and reviewing the terms of engagement and scope of audit work of the external auditors.

董事有關法律行動之保險

根據守則的守則條文第C.1.8條，本公司應就其董事可能會面對的法律行動作適當的投保安排。有關董事責任保險將每年檢討及續保。於保險保障於二零二零年八月三十日屆滿後，由於本公司需要時間按合理商業條款及條件招攬合適的保險公司，故本公司並無就針對其董事的法律行動安排適當保險保障。

董事委員會

董事會已成立四個委員會，即審核委員會（「審核委員會」）、提名委員會（「提名委員會」）、薪酬委員會（「薪酬委員會」）及風險管理委員會（「風險管理委員會」），以督導本公司特定範疇之事務。其各自職權範圍載於本公司網站。

審核委員會

本公司已於二零一零年八月十一日成立審核委員會，其職權範圍符合守則第D.3.3段。

審核委員會的主要職責包括（其中包括）檢討及監督本集團之財務申報程序及內部監控制度以及整體風險管理、審閱本集團之財務報表及季度、中期及年度報告，以及審閱外聘核數師的委聘條款及核數工作範圍。

CORPORATE GOVERNANCE REPORT

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The composition of the Audit Committee is as follows:

Independent non-executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

Non-executive Directors

Ms. Tang Li

Mr. Law Cheuk Hung

The members of the Audit Committee possess diversified industry experience. Following the resignation of Mr. Wong Chun Yip, Kenneth on 14 October 2022, the Company has failed to meet the requirement that (1) there will be no independent non-executive directors have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) and Rule 5.28 of the GEM Listing Rules and terms of reference of the Audit Committee and (2) there will be a vacancy for chairman of the Audit Committee as required under the terms of reference of the Audit Committee.

The Company is in the process of looking for a suitable candidate to fill the vacancy. It takes time for the Company to look for and consider the qualifications of the candidates and the potential contributions the candidates can bring to the Board and to complete the internal selection and approval procedures for the appointment of new Board members in accordance with the nomination policy and procedures of the Company.

審核委員會之組成如下：

獨立非執行董事

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生 (*於二零二二年十月十四日辭任*)

非執行董事

唐麗女士

羅焯雄先生

審核委員會之成員具有不同行業經驗。王忠業先生於二零二二年十月十四日辭任後，本公司未能符合下列要求：(1)本公司將無獨立非執行董事具備適當專業資格或具備適當的會計或相關的財務管理專長，未能符合GEM上市規則第5.05(2)條及第5.28條及審核委員會職權範圍規定及(2)根據審核委員會職權範圍規定，審核委員會主席職位出現空缺。

本公司正物色合適之候選人以填補空缺。根據本公司的提名政策及程序，本公司須花時間物色及考慮候選人的資質及候選人可為董事會帶來的潛在貢獻以完成內部選舉及委任新董事會成員的批准程序。

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Summary of works

Pursuant to code provision D.3.3 (e)(i) of the Code, the Committee meets at least twice a year with the Company's external auditor to discuss the audit process and accounting issues. Following the suspension of shares of the Company on 15 August 2022 due to outstanding publication of financial statements, the Audit Committee had only convened one meeting to review the unaudited financial results for the year ended 31 March 2022 during the year. During the year and up to date of this report, the Audit Committee has convened 3 meetings to discuss and review the first quarterly results for three months ended 30 June 2022, the interim results for the six months ended 30 September 2022, the third quarterly results for the nine months ended 31 December 2022 and the annual results for the year ended 31 March 2023 and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures have been made.

Nomination Committee

The Company has established the Nomination Committee on 11 August 2010 with terms of reference in compliance with paragraph B.3.1 of the Code.

The primary duties of the Nomination Committee include reviewing the structure, size and composition of the Board, identifying and nomination of directors and making recommendations to the Board on appointment and re-appointment of Directors, reviewing the board diversity policy, reviewing the nomination policy and reviewing and accessing the independence of the independent non-executive Director and making recommendation if necessary.

工作概要

根據守則第D.3.3(e)(i)條規定，委員會與本公司的外聘核數師每年舉行至少兩次會議，以討論審核程序及會計事項。由於尚未刊發財務報表，本公司於二零二二年八月十五日停牌後，審核委員會於本年度僅召開一次會議以審閱截至二零二二年三月三十一日止年度之未經審核財務業績。於本年度及直至本報告日期，審核委員會已召開三次會議以討論及審閱截至二零二二年六月三十日止三個月之第一季度業績、截至二零二二年九月三十日止六個月之中期業績、截至二零二二年十二月三十一日止九個月之第三季度業績以及截至二零二三年三月三十一日止年度之年度業績，並認為該等業績的編製符合適用會計準則並已作出充分披露。

提名委員會

本公司已於二零一零年八月十一日設立提名委員會，其職權範圍符合守則第B.3.1段。

提名委員會的主要職責包括審閱董事會結構、規模及組成，物色及提名董事，以及就委任及續聘董事向董事會提出推薦意見，審閱董事會成員多元化政策，審閱提名政策以及審閱及評估獨立非執行董事的獨立性，並於需要時提出建議。

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The composition of the Nomination Committee is as follows:

Executive Directors

Dr. Jiang Yan (*Chairman*)

Dr. Li Yong Sheng

Mr. Kan Kwok Cheung

Independent non-executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

Following the retirement and resignation of certain former Directors on 11 August 2020 and 14 October 2022, there will be two independent non-executive directors on the Nomination Committee which does not fulfil the requirement of establishing a nomination committee comprising a majority of independent non-executive directors as required under Rule 5.36A of the GEM Listing Rules.

The Company is in the process of looking for a suitable candidate to fill the vacancy. It takes time for the Company to look for and consider the qualifications of the candidates and the potential contributions the candidates can bring to the Board and to complete the internal selection and approval procedures for the appointment of new Board members in accordance with the nomination policy and procedures of the Company. Notwithstanding of the vacancy in the Nomination Committee, other members of the Nomination Committee have extensive and diversified experience in different aspects in the industries of the Group to well perform its duties including but not limited to identifying and nominating right candidates to the right positions to lead to the success of the Group. Further announcement(s) will be made by the Company as and when appropriate.

提名委員會之組成如下：

執行董事

姜岩博士 (*主席*)

李永升博士

簡國祥先生

獨立非執行董事

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生 (*於二零二二年十月十四日辭任*)

若干前任董事於二零二零年八月十一日及二零二二年十月十四日退任及辭任後，提名委員會將包括兩名獨立非執行董事，未能符合GEM上市規則第5.36A條有關提名委員會由大多數獨立非執行董事組成之要求。

本公司正物色合適之候選人以填補空缺。根據本公司的提名政策及程序，本公司須花時間物色及考慮候選人的資質及候選人可為董事會帶來的潛在貢獻以完成內部選舉及委任新董事會成員的批准程序。儘管提名委員會存在空缺，提名委員會的其他成員於本集團行業的不同方面具有廣泛而多元化的經驗，能夠很好地履行其職責，包括但不限於識別及提名合適候選人擔任合適職位，以促進本集團的成功。本公司將於適當時候作進一步公佈。

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Summary of work

During the year ended 31 March 2023, the Nomination Committee had convened one meeting to review the structure, size and composition of the Board, assessed the independence of the Independent non-executive Directors and considered the Directors to retire and stand for re-election at the AGM. The Nomination Committee has also reviewed the board diversity policy as set out in the paragraph headed “Board Diversity Policy” above.

When identifying suitable candidates for directorship, the Nomination Committee will carry out the selection process by making reference to the skills, experience, education background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company’s needs and other relevant statutory requirements and regulations. Qualified candidates will then be recommended to the Board for approval.

Nomination Policy

The Board has adopted a nomination policy (the “Nomination Policy”) which sets out the selection criteria and nomination procedures to identify, select and recommend candidates for Directors. The Nomination Policy aims to (i) set out the criteria and process in the nomination and appointment of directors of the Company; (ii) ensure that the Board of the Company has a balance of skills, experience and diversity of perspectives appropriate to the Company; and (iii) ensure the Board continuity and appropriate leadership at Board level.

工作概要

於截至二零二三年三月三十一日止年度，提名委員會已召開一次會議，以檢討董事會架構、規模及組成，評估獨立非執行董事之獨立性，以及考慮於股東週年大會上退任及重選連任之董事。提名委員會已審閱載於上文「董事會成員多元化政策」一段之董事會成員多元化政策。

當物色到適合的董事候選人，提名委員會將參考擬議候選人的技能、經驗、教育背景、專業知識、個人誠信及時間承諾開展篩選程序，亦會考慮本公司之需要及其他相關法定要求及法規。合資格候選人隨後將向董事會推薦以獲得批准。

提名政策

董事會已採納提名政策（「提名政策」），其中載列甄選標準及提名程序，以識別、甄選及推薦董事候選人。提名政策旨在(i)列出本公司董事提名及委任的準則及程序；(ii)確保本公司董事會在適合本公司的技能、經驗及多元化觀點方面取得平衡；及(iii)確保董事會的連續性及董事會層面的適當領導。

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Selection Criteria

The Nomination Committee shall consider a number of the factors in assessing the suitability of a proposed candidate to the Board, including but not limited to the following:

- (a) character and integrity;
- (b) qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy;
- (c) any measurable objectives adopted for achieving diversity on the Board;
- (d) requirement for the Board to have independent directors in accordance with the GEM Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the GEM Listing Rules;
- (e) any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (f) willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- (g) such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

甄選標準

提名委員會於評估向董事會建議之候選人之適合性時，應考慮若干因素，包括但不限於以下各項：

- (a) 品格與誠信；
- (b) 資格，包括專業資格、技能、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素；
- (c) 為達致董事會成員多元化而採納的任何可計量目標；
- (d) 根據GEM上市規則，董事會需包括獨立董事的規定，以及參考GEM上市規則內列明候選人是否被視為獨立的指引；
- (e) 候選人的專業資格、技能、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
- (f) 是否願意及是否能夠投放足夠時間履行身為本公司董事會成員及／或擔任董事委員會的委員的職責；及
- (g) 其他適用於本公司業務及繼任計劃的觀點，董事會及／或提名委員會可於適用時因應提名董事及繼任規劃不時採納及／或修訂有關觀點。

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Nomination Procedures

Appointment of New Director

- i. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, re-designation, referral by other member of the management and external recruitment agents.
- ii. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
- iii. If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- iv. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- v. For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

提名程序

委任新董事

- i. 提名委員會及／或董事會可從各種途徑招攬董事人選，包括但不限於內部晉升、調任、由管理層其他成員和外部招聘代理人推薦。
- ii. 提名委員會及／或董事會在收到委任新董事的建議及候選人的履歷資料（或相關詳情）後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。
- iii. 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查（如適用）排列彼等之優先次序。
- iv. 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議（如適用）。
- v. 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。提名委員會及／或董事會應於適當時候就於股東大會上委任董事的提案向股東提出建議。

CORPORATE GOVERNANCE REPORT

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Re-election of Director at General Meeting

- i. The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- ii. The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- iii. The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting. Where the Board proposes a resolution to elect or re-elect a candidate as director at the general meeting, the relevant information of the candidate will be disclosed in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the GEM Listing Rules and/or applicable laws and regulations.

Monitoring and reporting

The Nomination Committee will monitor the implementation of the Nomination Policy and report to the Board when necessary. Also, the Nomination Committee will review the Nomination Policy, as appropriate, to ensure the effectiveness of the Nomination Policy and will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

於股東大會上重選董事

- i. 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- ii. 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述準則。
- iii. 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。若董事會擬於股東大會上提呈決議案委任或重選某候選人為董事，隨附有關股東大會通告的致股東通函及／或說明函件中，將會按GEM上市規則及／或適用法律及規則要求載列候選人的有關資料。

監察與匯報

提名委員會將監察提名政策的實施情況，並於必要時向董事會報告。此外，提名委員會將在適當時候檢討提名政策，以確保提名政策行之有效並將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

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The Company reviewed its nomination policy for a formal, considered and transparent procedure to help identifying and nomination of candidates for Directors. All valid nomination of candidates, accompanied with biographical details, would be presented to the Board for consideration. Consideration would be given to factors such as the candidate's integrity, experience and qualifications relevant to the Group's business. It is believed that members of the Nomination Committee collectively would have required relevant knowledge and skills to identify, invite and evaluate qualifications of nominated candidates for directorship.

Board diversity policy

The Company has adopted the board diversity policy on 30 August 2013 with a view to achieving a sustainable and balanced development of the Group. The Company sees increasing diversity at the Board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. A summary of the Board Diversity Policy together with the measurable objectives for implementing such policy and the progress on achieving such objectives are disclosed below.

Summary of the Board Diversity Policy

The Company recognises the importance of diversity in board members to corporate governance and the board effectiveness. The purposes of the Board Diversity Policy are to set out the basic principles to be followed to ensure that (i) a diverse range of candidates are considered; and (ii) the Board has the appropriate balance of skills, experience and diversity of perspectives necessary to enhance the effectiveness of the Board and to maintain high standards of corporate governance. Board nomination and appointments will be made on merit basis based on its business needs from time to time while taking into account the benefits of diversity. The Company has identified and implemented programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and that, in time, their skills will prepare them for senior management and board positions.

本公司以正式、審慎及透明的程序檢討其提名政策，以協助識別及提名董事候選人。所有候選人有效的提名連同履歷詳情將提交董事會審議。將考慮候選人的誠信、經驗及與本集團業務有關的資歷等因素。提名委員會的成員共同認為將需要具備相關的知識及技能以識別、邀請及評估獲提名董事候選人的資格。

董事會成員多元化政策

本公司已於二零一三年八月三十日採納董事會成員多元化政策，旨在達致本集團可持續均衡發展。本公司視董事會層面日益多元化為支持其達到戰略目標及可持續發展的關鍵因素。下文披露董事會成員多元化政策概要，以及實施該政策之可計量目標以及實現該目標之進度。

董事會成員多元化政策概要

本公司認同董事會成員多元化對企業管治及董事會行之有效的重要性。董事會成員多元化政策旨在列載基本原則，以確保(i)考慮候選人多元化；及(ii)董事會的成員在技能、經驗以及視角的多元化方面達到適當的平衡，從而提升董事會的有效運作並保持高標準的企業管治水平。董事會成員的提名與委任均以用人唯才為原則，以日常的業務需求為基準，並考慮董事會成員多元化的裨益。本公司已確定並實施計劃，將有助於招聘更廣泛、更多元化之熟練及經驗豐富之僱員，且彼等之技能將及時為高級管理層及董事會職位做好準備。

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Measurable objectives

Selection of board candidates shall be based on a range of diversity perspectives with reference to the Company's business model and specific needs, including but not limited to gender, age, race, language, cultural background, educational background, industry experience and professional experience. The ultimate decision shall be based on merit and contribution that the selected candidates shall bring to the Board.

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

(i) Independence:

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

(ii) Skills and experience:

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

Workforce Diversity

The gender ratios in the workforce by categories of employees are set out in the section headed "B1: Employment" in the Environment, Social and Governance (ESG) Report in this Annual Report. The Board considers that gender diversity is currently achieved and is committed to maintain gender diversity in respect of the workforce level.

可計量目標

董事會候選人的甄選工作將以一系列多元化範疇為基準，並參考本公司的業務模式和特定需要，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、行業經驗及專業經驗。最終決定應基於用人唯才及所選候選人應向董事會作出的貢獻。

為實施董事會成員多元化政策，本公司已採用以下可計量目標：

(i) 獨立性：

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

(ii) 技能及經驗：

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

勞動力多元化

按僱員類別劃分的性別比率已載於本年報環境、社會及管治報告「B1：僱傭」一節。董事會認為現時已達性別多元化，並致力在勞動力水平上維持性別多元化。

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Monitoring and reporting

The Nomination Committee is responsible for reviewing the Board Diversity Policy, developing and reviewing measurable objectives for implementing the Board Diversity Policy and monitoring the progress on achieving these measurable objectives. The Nomination Committee shall review this policy and the measurable objectives at least annually to ensure the continued effectiveness of the Board.

The Nomination Committee considered and reviewed the board diversity policy and the director nomination policy of the Company, with recommendations to the Board for approval.

Remuneration Committee

The Company has established the Remuneration Committee on 11 August 2010 with terms of reference in compliance with paragraph E.1.2 of the Code.

The primary duties of the Remuneration Committee include, among other things, formulating and making recommendations to the Board on the remuneration policy, determining the specific remuneration packages of all executive Directors and senior management and making recommendations to the Board of the remuneration of non-executive Directors.

The Company adopts the remuneration policy to its Directors as disclosed in the section headed “Remuneration Policy” in this Directors’ report.

監察與匯報

提名委員會負責檢討董事會成員多元化政策、制定並檢討可計量目標，以確保董事會成員多元化政策的執行，並監察可計量目標的實現進度。提名委員會至少每年檢討本政策與可計量目標，以確保董事會持續行之有效。

提名委員會已考慮及檢討董事會成員多元化政策及本公司董事提名政策，連同向董事會提供的推薦建議以供批准。

薪酬委員會

本公司已於二零一零年八月十一日設立薪酬委員會，其職權範圍符合守則第E.1.2段。

薪酬委員會的主要職責包括(其中包括)制訂及向董事會建議有關薪酬政策、釐定全體執行董事及高級管理層的具體薪酬福利，以及就非執行董事的薪酬向董事會作出建議。

本公司採納本董事報告中「薪酬政策」一節所披露的董事薪酬政策。

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The composition of the Remuneration Committee is as follows:

Independent non-executive Directors

Mr. Wan Chi Keung, Aaron, *BBS, JP (Chairman)*

Mr. Wu Guo Ming

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

Following the retirement and resignation of certain former Directors on 11 August 2020 and 14 October 2022, there will be two members on the Remuneration Committee which falls below the minimum number as required under the terms of reference of the Remuneration Committee.

The Company is in the process of looking for a suitable candidate to fill the vacancy. It takes time for the Company to look for and consider the qualifications of the candidates and the potential contributions the candidates can bring to the Board and to complete the internal selection and approval procedures for the appointment of new Board members in accordance with the nomination policy and procedures of the Company.

Summary of work

During the year ended 31 March 2023, the Remuneration Committee had convened one meeting to consider the revision of Directors' remuneration and the remuneration packages of all the Directors, reviewed and made recommendations to the Board on the remuneration package of the proposed Directors in accordance with the Remuneration Committee's written terms of reference.

薪酬委員會之組成如下：

獨立非執行董事

尹志強先生，*銅紫荊星章，太平紳士 (主席)*

吳國銘先生

王忠業先生 (*於二零二二年十月十四日辭任*)

若干前任董事於二零二零年八月十一日及二零二二年十月十四日退任及辭任後，薪酬委員會將包括兩名成員，低於薪酬委員會職權範圍規定之最低數目。

本公司正物色合適的候選人以填補空缺。本公司需要時間物色及考慮候選人的資格以及候選人能為董事會帶來的潛在貢獻，並根據本公司提名政策及程序完成任命新董事會成員的內部選拔及審批程序。

工作概要

於截至二零二三年三月三十一日止年度，薪酬委員會已召開一次會議以考慮修訂董事薪酬及全體董事之薪酬待遇，根據薪酬委員會書面職權範圍審閱擬任董事之薪酬待遇並就其向董事會提出意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

Risk Management Committee

The Company established the Risk Management Committee on 15 June 2016 with written terms of reference in compliance with the GEM Listing Rules and the Code.

The main duties of the Risk Management Committee include, among other things, reviewing the risk management system of the Group; assessing the risks from major decisions and to consider solutions for significant risk; monitoring the Group's risk profile; reviewing and monitor emerging risks relating to the Group's business and strategies; having periodic assessment on the Group's risk profile and risk management capabilities; and overseeing the Group's risk management and internal control systems on an ongoing basis.

The composition of the Risk Management Committee is as follows:

Independent non-executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS, JP*

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

Following the retirement and resignation of certain former Directors on 11 August 2020 and 14 October 2022, (1) there will be two members on the Risk Management Committee which falls below the minimum number as required under the terms of reference of the Risk Management Committee and (2) there has been a vacancy for chairman of the Risk Management Committee as required under the terms of reference of the Risk Management Committee.

The Company is in the process of looking for a suitable candidate to fill the vacancy. It takes time for the Company to look for and consider the qualifications of the candidates and the potential contributions the candidates can bring to the Board and to complete the internal selection and approval procedures for the appointment of new Board members in accordance with the nomination policy and procedures of the Company.

風險管理委員會

本公司已於二零一六年六月十五日設立風險管理委員會，其書面職權範圍符合GEM上市規則及守則。

風險管理委員會之主要職責包括(其中包括)檢討本集團之風險管理系統;評估來自主要決策之風險及考慮針對重大風險之解決方案;監督本集團之風險情況;檢討及監督出現之有關本集團業務及策略之風險;定期對本集團之風險情況及風險管理能力進行評估;及持續監察本集團之風險管理及內部控制系統。

風險管理委員會之組成如下:

獨立非執行董事

吳國銘先生

尹志強先生, *銅紫荊星章, 太平紳士*

王忠業先生 (*於二零二二年十月十四日辭任*)

若干前任董事於二零二零年八月十一日及二零二二年十月十四日退任及辭任後,(1)風險管理委員會將包括兩名成員,低於風險管理委員會職權範圍規定之最低數目及(2)根據風險管理委員會職權範圍規定,風險管理委員會主席職位出現空缺。

本公司正物色合適之候選人以填補空缺。根據本公司的提名政策及程序,本公司須花時間物色及考慮候選人的資質及候選人可為董事會帶來的潛在貢獻以完成內部選舉及委任新董事會成員的批准程序。

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of work

The Risk Management Committee should meet at least once a year to consider major investigation findings on risk management matters and the scope and quality of management's ongoing monitoring of risks. The Risk Management Committee had convened one meeting to consider the risk assessment of the Group.

Corporate Governance Functions

The Company has not established any committee responsible for the corporate governance function of the Group and the function has been collectively performed by the Board. The Board acknowledges the overseeing of the corporate governance function by the Board collectively. The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- to review the Company's compliance with the Code and disclosure in the corporate governance report; and
- such other corporate governance duties and functions set out in the Code (as amended from time to time) for which the Board are responsible.

The Board has reviewed and approved the Corporate Governance Report set out in this report. The Board reviewed the Company's corporate governance policies and practices, and the Company's compliance with legal and regulatory requirements.

工作概要

風險管理委員會須每年至少會面一次，以考慮對風險管理事宜之主要調查結果及管理層持續監督風險之範疇及質素。風險管理委員會已召開一次會議以考慮本集團之風險評估。

企業管治職能

本公司並無就本集團之企業管治職能設立任何委員會，有關職能由董事會共同負責。董事會了解其共同監察企業管治職能之責任。董事會負責企業管治職能，並有下列職責：

- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊（如有）；
- 檢討本公司遵守守則的情況及於企業管治報告中作出的披露；及
- 載列於守則（經不時修訂）內董事會負責的該等其他企業管治職責及職能。

董事會已審閱及批准本報告所載企業管治報告。董事會檢討本公司之企業管治政策及常規以及本公司遵守法律及監管規定之情況。

CORPORATE GOVERNANCE REPORT

企業管治報告

ATTENDANCE RECORDS OF MEETINGS

The Board is scheduled to meet regularly at least four times a year, and Directors will receive at least 14 days prior written notice of such meetings. For any ad hoc Board meetings, Directors are given as much notice as is reasonably practicable in those circumstances. Agendas and accompanying papers are sent not less than 3 days before the date of Board meetings to ensure that the Directors are given sufficient time to review the same. Draft and final versions of minutes of regular board meetings are circulated to all directors for their comment and records respectively. All Directors are kept informed in a timely manner of major changes that may affect the Group's businesses, including relevant rules and regulations. The Board also understands where potential conflicts of interests arise, the independent non-executive Directors shall take the lead the physical meetings in discussing the relevant transactions being contemplated when there is a Director or any of his associates having a material interest in the transactions and shall abstain from voting. All directors, in the discharge of their duties, are allowed to seek independent professional advice in appropriate circumstances at a reasonable cost to be borne by the Company.

The Code provision C.5.1 stipulates that the board of directors should meet regularly and board meeting should be held at least four times a year at approximately quarterly intervals. Paragraph C.1.6 of the Code requires that independent non-executive directors and non-executive directors shall generally attend general meetings to gain and develop a balanced understanding of the views of shareholders. During the year, due to the delay in publication of financial results and suspension of trading in share of the Company, the Board has not held four board meetings and failed to hold the annual general meeting within the time prescribed by the Rule 18.03 of GEM Listing Rules and the Company's By-laws. The Board is of the view that the aforesaid delays are one-off incidents and that the aforesaid matters had been/will be rectified eventually and the Company will endeavour to comply with the Code provision C.5.1 and C.1.6 going forward.

會議出席記錄

董事會擬訂每年最少舉行四次定期會議，董事將在會議召開最少十四天前收到書面通知。任何臨時召開的董事會會議，董事會在合理可行情況下接獲有關通知。議程及附隨之文件於董事會會議舉行日期至少三天之前寄予董事，以確保董事有充足的時間審閱有關資料。常規董事會會議紀錄之初稿及定稿將分別送交全體董事，以徵求其意見及供彼等存案。本集團將及時告知全體董事可能影響本集團業務之重大變動，包括有關規則及規例。董事會亦了解倘出現潛在利益衝突，董事或任何其聯繫人於交易中擁有重大利益時須放棄表決，而獨立非執行董事須領導實體會議討論擬進行之有關交易。所有董事可在適當情況下就履行彼等職責尋求獨立專業意見，有關合理成本由本公司承擔。

守則第C.5.1條規定，董事會應定期召開會議，每年至少應召開四次董事會會議，約每季度一次。守則第C.1.6段規定，獨立非執行董事及非執行董事一般應出席股東大會，以獲得及建立對股東意見的公正了解。於本年度，由於本公司延遲刊發財務業績及暫停股份買賣，董事會並未舉行四次董事會會議，亦未能於GEM上市規則第18.03條及本公司之公司細則所規定的時間內舉行股東週年大會。董事會認為上述延誤乃一次性事件，且上述事項最終已／將會得到糾正，本公司未來將盡力遵守守則第C.5.1條及第C.1.6條。

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企業管治報告

Details of the Directors' attendance at Board and committees' meetings and general meetings for the year ended 31 March 2023 and up to date of this report are set out below:

截至二零二三年三月三十一日止年度及直至本報告日期，董事於董事會及委員會會議以及股東大會之出席率詳情如下：

| | | Board 董事會 | Audit Committee 審核委員會 | Nomination Committee 提名委員會 | Remuneration Committee 薪酬委員會 | Risk Management Committee 風險管理委員會 | General meeting 股東大會 |
|--------------------------------------------------------------|--------------------------|--------------|-----------------------------|----------------------------------|------------------------------------|--------------------------------------------|----------------------------|
| Number of meetings | 會議次數 | 3 | 3 | 1 | 1 | 1 | 0 |
| Executive Directors | 執行董事 | | | | | | |
| Dr. Jiang Yan | 姜岩博士 | 3/3 | - | 1/1 | - | - | - |
| Dr. Li Yong Sheng | 李永升博士 | 3/3 | - | 1/1 | - | - | - |
| Mr. Liu Da Yong | 劉大勇先生 | 3/3 | - | - | - | - | - |
| Mr. Kan Kwok Cheung | 簡國祥先生 | 3/3 | - | 1/1 | - | - | - |
| Non-executive Directors | 非執行董事 | | | | | | |
| Ms. Tang Li | 唐麗女士 | 0/3 | 0/3 | - | - | - | - |
| Mr. Law Cheuk Hung | 羅焯雄先生 | 3/3 | 3/3 | - | - | - | - |
| Independent non-executive Directors | 獨立非執行董事 | | | | | | |
| Mr. Wu Guo Ming | 吳國銘先生 | 3/3 | 3/3 | 1/1 | 1/1 | 1/1 | - |
| Mr. Wan Chi Keung, Aaron, BBS, JP | 尹志強先生，銅紫荊星章，太平紳士 | 3/3 | 3/3 | 1/1 | 1/1 | 1/1 | - |
| Mr. Wong Chung Yip, Kenneth (resigned on 14 October 2022) | 王忠業先生 (於二零二二年十月十四日辭任) | 1/1 | 1/1 | - | - | - | - |
| Average attendance rate | 平均出席率 | 89.0% | 80.0% | 100.0% | 100.0% | 100.0% | - |

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND EXTERNAL AUDITORS

董事及外聘核數師各自的責任

The Directors are responsible for the preparation of the Financial Statements, which give a true and fair view of the state of affairs, results and cash flows of the Group in accordance with relevant law and disclosure requirements under the GEM Listing Rules.

董事負責根據有關法律及GEM上市規則之披露規定，編製真實及公平地反映本集團事務狀況、業績及現金流量之財務報表。

The statement of the auditors of the Company about its reporting responsibilities on the Financial Statements is set out in "Independent Auditors' Report" section on pages 159 and 164 of this report.

本公司核數師就財務報表而發出的報告責任聲明載於本報告第159頁至第164頁的「獨立核數師報告」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

Disclaimer of Opinion (the “Disclaimer of Opinion”)

The Company’s auditor, HLB Hodgson Impey Cheng Limited (the “Auditor”) issued a disclaimer of opinion on the consolidated financial statements of the Group, details of which are set out in the independent auditors’ report.

Basis for Disclaimer of Opinion

Material uncertainties relating to the going concern basis

As stated in Note 3(c) to the consolidated financial statements, the Group incurred a net loss of approximately HK\$9,457,000 during the year ended 31 March 2023 and as of that date, the Group’s net current liabilities and net liabilities amounted to approximately HK\$370,510,000 and HK\$394,806,000 respectively. In addition, included in the Group’s liabilities as at 31 March 2023 were: (i) convertible notes of principal amount of HK\$257,030,000 (the “Convertible Notes”) and interests thereon of approximately HK\$74,226,000 (the “Convertible Notes Interest”) in respect of which the Group was in default in settlement; (ii) amount due to a substantial shareholder of HK\$24,587,000 (the “On Demand Debt”) which was repayable on demand; and (iii) promissory notes of approximately HK\$40,429,000 and interest thereon of approximately HK\$6,777,000 which are due for repayment in the next twelve months after the date of approval of these consolidated financial statements (the “Promissory Notes”). These events and conditions, along with other matters as set forth in Note 3(c), indicate that material uncertainties existed as at 31 March 2023 that cast significant doubts on the Group’s ability to continue as a going concern.

不發表意見 (「不發表意見」)

本公司核數師國衛會計師事務所有限公司 (「核數師」) 就本集團綜合財務報表出具不發表意見聲明，詳情請見獨立核數師報告。

不發表意見基準

有關持續經營的重大不確定因素

誠如綜合財務報表附註3(c)所述，貴集團於截至二零二三年三月三十一日止年度錄得淨虧損約9,457,000港元，且截至該日，貴集團的流動負債淨額及負債淨額分別約為370,510,000港元及394,806,000港元。此外，貴集團於二零二三年三月三十一日的負債包括(i) 貴集團尚未償還的本金為257,030,000港元的可換股票據 (「可換股票據」) 及其利息約74,226,000港元 (「可換股票據利息」) ;(ii)應付一名主要股東款項24,587,000港元 (「按要求償還債務」) 為須按要求償還；及(iii)約為40,429,000港元的承兌票據及其利息約6,777,000港元，並將於該等綜合財務報表獲批准日期後未來十二個月內到期償還 (「承兌票據」)。該等事件及情況連同附註3(c)所載的其他事項表明，於二零二三年三月三十一日存在重大不確定性，導致對 貴集團繼續持續經營之能力產生重大疑慮。

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The Directors have assessed the Group's ability to continue as a going concern and are undertaking measures to improve the Group's liquidity and financial position and enable the Group to meet its liabilities as and when they fall due. These plans for future actions in relation to the going concern assessment, which are set out in Note 3(c) to the consolidated financial statements, include: (i) management is endeavoring to improve the Group's operating results and cash flows through cost control measures and will focus on the existing business of the Group; (ii) the Company has entered into conditional agreement with Mr. Kan, a shareholder of the Company, for the allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share for a total consideration of approximately HK\$20,000,000; (iii) the Company has entered into conditional agreement with the holder of the Convertible Notes, which is also a substantial shareholder of the Company, for the amendments of certain terms of the Convertible Notes in relation to, among others, the amendment of interest rate from 3% to 0.8% per annum and the extension of the maturity date of the Convertible Notes to 9 December 2025; (iv) the Company has entered into a conditional agreement to issue new convertible notes in the principal amount of approximately HK\$64,128,000 to set off the Convertible Notes Interest; (v) the Company has entered into a conditional agreement to issue new convertible notes in the principal amount of HK\$16,240,000 to set off part of the outstanding balance of the On Demand Debt; (vi) the Company is negotiating with its promissory notes holder to extend the repayment dates of principal and the interest amounts accrued on the Promissory Notes and (vii) Mr. Kan has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements and also granted a loan facility of up to HK\$60,000,000 to the Group to maintain the going concern of the Company.

The validity of the preparation of the consolidated financial statements on going concern basis depends on the successful eventual outcome of the above mentioned plans and measures, which are inherently uncertain and as at the date of this report cannot be ascertained with reasonable certainty and are still subject to multiple uncertainties.

董事已評估 貴集團繼續持續經營的能力，並採取措施改善 貴集團的流動資金及財務狀況，使 貴集團可於債務到期時償還債務。該等與持續經營評估有關的未來行動計劃載於綜合財務報表附註3(c)，其中包括：(i)管理層正致力透過成本控制措施改善 貴集團的經營業績及現金流量，並將專注於 貴集團的現有業務；(ii) 貴公司已與 貴公司股東簡先生訂立有條件協議，按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份，總代價約為20,000,000港元；(iii) 貴公司已與可換股票據持有人（亦為 貴公司主要股東）訂立有條件協議，以修訂可換股票據的若干條款，內容有關（其中包括）將年利率由3%修訂為0.8%及延長可換股票據的到期日至二零二五年十二月九日；(iv) 貴公司已訂立有條件協議，發行本金額為約64,128,000港元的新可換股票據，以抵銷可換股票據利息；(v) 貴公司已訂立有條件協議，發行本金額為16,240,000港元的新可換股票據，以抵銷部分按要求償還債務的尚未償還結餘；(vi) 貴公司正與承兌票據持有人磋商延長承兌票據本金及應計利息的償還日期；及(vii)簡先生已確認將根據相關法律及監管規定以合理方式向 貴集團提供財務支持，並向 貴集團授出貸款融資最多60,000,000港元，以維持 貴公司的持續經營。

按持續經營基準編製綜合財務報表之有效性取決於上述計劃及措施之最終結果是否圓滿，而該結果本身存在不確定性，且於本報告日期無法以合理確定因素予以確定，並受多項不確定因素規限。

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Should the Group fail to achieve successful outcomes from the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net recoverable amounts, to provide for any further liabilities that may 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.

We have not been provided with sufficient appropriate audit evidence to conclude on the appropriateness of management's use of the going concern basis of accounting in the preparation of the consolidated financial statements because of the lack of detailed analyses provided by management in relation to its plans and measures for future actions in its going concern assessment which take into account the uncertainty of outcome of these plans and measures and how variability in outcome would affect the future cash flows of the Group. Any adjustments found to be required may have consequential significant effects on the consolidated net liabilities of the Group as at 31 March 2023 and the consolidated loss and other comprehensive income or expense and cash flows of the Group for the year ended 31 March 2023, and the related elements and disclosures thereof presented or disclosed in the consolidated financial statements.

The Board's response to the Auditor's Opinion

The management of the Company is of the view that Group will be able to continue to operate as a going concern. The consolidated financial statements had been prepared on a going concern basis, the validity of which depends on the outcome of those plans and measures as mentioned in Note 3(c) to the consolidated financial statements.

倘 貴集團未能因上述計劃及措施獲得圓滿結果，其可能無法繼續按持續基準營運，則須作出調整以將 貴集團資產之賬面值撇減至其可收回淨額，就可能產生之任何未來負債計提撥備以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未於該等綜合財務報表中反映。

我們未獲提供充足及適當之審核憑證來推斷管理層在編製綜合財務報表時已使用持續經營會計基礎是否恰當，此乃由於管理層在持續經營評估中缺乏對未來行動計劃及措施之詳細分析，而有關分析考慮到該等計劃及措施結果的不確定性以及結果的變化將如何影響 貴集團的未來現金流量。倘發現需要作出任何調整，可能會對 貴集團於二零二三年三月三十一日之綜合負債淨額及 貴集團截至二零二三年三月三十一日止年度之綜合虧損及其他全面收益或開支及現金流量以及其於綜合財務報表中呈列或披露之相關因素及披露產生重大影響。

董事會對核數師意見之回應

本公司管理層認為，本集團將能夠以持續經營方式繼續營運。綜合財務報表以持續經營基礎編製，其有效性取決於綜合財務報表附註3(c)所述計劃及措施的結果。

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After discussion with the auditors, the management of the Company expects that, on the assumptions that (i) the plans and measures as mentioned in Note 3(c) to the consolidated financial statements have been successfully implemented, (ii) each of the Company's operating subsidiaries has continued to operate as normal, (iii) neither the Company nor any of its operating subsidiaries is the subject of any winding-up proceedings, and (iv) there are no other material threats to its status as a going concern, the Directors considered that the Group will have sufficient liquidity to finance its operations for the foreseeable future and therefore of a view that the Group would be able to continue as a going concern.

In this regard, although the implementation of the plans and measures as mentioned in Note 3(c) to the consolidated financial statements are subject to conclusion and finalisation of definitive formal agreement such that the auditors were not able to obtain sufficient audit evidence, the above-mentioned plans have been initially formulated and is in an advanced stage and thus the management of the Company is optimistic about the outcome of plans and measures thereof.

Audit Committee's view on whether the Company's plan could address the underlying matters leading to the Disclaimer of Opinion

The auditors have informed the Audit Committee about their view regarding the basis of operating as a going concern, that due to the absence of sufficient appropriate audit evidence, the auditors were unable to express their audit opinion whether the Group can continue to operate as a going concern. As abovementioned, the Disclaimer of Opinion was mainly due to the auditor's concern as to whether the Company will be able to successfully implement the plans and measures mentioned in Note 3(c) to the consolidated financial statements.

經與核數師商討後，本公司管理層預期，假設(i)綜合財務報表附註3(c)所述的計劃及措施已獲成功實施，(ii)本公司各經營附屬公司如常持續營運，(iii)本公司或其任何經營附屬公司並非任何清盤法律程序的對象，及(iv)其持續經營狀況並無存在其他重大威脅，董事認為本集團將有足夠的流動資金於可預見未來為其運營提供資金，因此認為本集團將能夠繼續持續經營。

就此而言，儘管綜合財務報表附註3(c)所述的計劃及措施須待最終正式協議完成及落實後方會實施，導致核數師無法獲取充分的審核憑證，上述計劃已獲初步制定並處於後期階段，本公司管理層對計劃及措施的結果持樂觀態度。

審核委員會對本公司計劃能否處理導致不發表意見之相關事宜的意見

核數師已知會審核委員會彼等有關持續經營基準的意見，由於缺乏充足合適的審核憑證，核數師無法就本集團能否持續經營發表審核意見。誠如上文所述，不發表意見乃主要由於核數師憂慮本公司能否成功實施綜合財務報表附註3(c)所述的計劃及措施。

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The Audit Committee had critically reviewed the Disclaimer of Opinion, the management's position concerning the Disclaimer of Opinion and measures taken by the Group for addressing the Disclaimer of Opinion. After discussion with the Directors, the Audit Committee concurred with the going concern basis and assumptions adopted in preparing the consolidated financial statements based on the reasons above. Accordingly, the Audit Committee agreed that it was appropriate to use a going concern assumption to prepare the consolidated financial statements. Moreover, the Audit Committee requested the management to take all necessary actions to address the uncertainties regarding going concern underlying the Disclaimer of Opinion that no such Disclaimer of Opinion will be made in the forthcoming audited financial statements. The Audit Committee had also discussed with the Auditor regarding the financial position of the Group, measures taken and to be taken by the Group, and considered the Auditor's rationale and understood their consideration in arriving their opinion.

AUDITORS' REMUNERATION

The remuneration in respect of audit services provided by the Company's auditor, during the year ended 31 March 2023 amounted to HK\$0.65 million.

審核委員會已嚴格審閱不發表意見以及管理層關於不發表意見的立場及本集團為解決不發表意見採取的措施。經與董事討論後，基於上述原因，審核委員會同意編製綜合財務報表所採用的持續經營基準及假設。因此，審核委員會同意，就編製綜合財務報表使用持續經營假設實屬恰當。此外，審核委員會要求管理層採取一切必要行動消除持續經營相關不發表意見的不確定因素，以在即將發出的經審核財務報表中毋須作出有關不發表意見。審核委員會亦與核數師討論本集團的財務狀況、本集團已採取及將採取的措施，並已考慮核數師的理由及理解彼等在達致其意見時的考慮。

核數師酬金

本公司核數師於截至二零二三年三月三十一日止年度所提供審核服務的酬金為650,000港元。

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RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibilities for the Group's risk management and internal control systems to safeguard the interests of the Company and its shareholders as a whole. To this end, the Board oversees and approves the Group's risk management and internal control strategies and policies, which are aimed at evaluating and determining the nature and extent of the risks that are compatible with the Group's strategic objectives and risk appetite, with main purpose for provision of reasonable assurance against material misstatement or loss rather than absolute elimination of the risk of failure to achieve business objectives.

The Board acknowledges that it is responsible for establishing and maintaining the Group's risk management and internal control systems and reviewing their effectiveness. The risk management and internal control measures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

In June 2016, the Group has established a risk management framework, which consists of the Board, the Audit Committee, Risk Management Committee and the senior management of the Group. The Board determines the nature and the extent of risks that shall be taken in achieving the Group's strategic objectives and has the overall responsibilities for monitoring the design, implementation and the overall effectiveness of risk management and internal control systems. The Board, through the Audit Committee, conducts reviews of the effectiveness of such systems at least annually, covering all material controls including financial, operational and compliance controls.

風險管理及內部監控

董事會對本集團的風險管理及內部監控系統承擔全部責任，以保障本公司及其股東的整體利益。為此，董事會監督及審批本集團的風險管理及內部監控策略與政策，相關策略與政策旨在評估及釐定風險性質及程度是否符合本集團的策略目標及風險承受能力，主要目的是合理地保證不會出現重大誤述或損失，而非絕對地消除未能達成業務目標的風險。

董事會確認其負責建立及維持本集團風險管理及內部監控系統並檢討其成效。風險管理及內部監控措施旨在管理而非消除未能實現業務目標的風險，且僅可合理而非絕對地保證不會出現重大失實陳述或損失。

於二零一六年六月，本集團已建立了一個風險管理框架，其中包括董事會、審核委員會、風險管理委員會及本集團之高層管理人員。董事會釐定在實現本集團的策略目標時應承擔之風險的性質及程度，並承擔監督風險管理及內部監控系統的設計、實施及整體有效性之整體責任。董事會透過審核委員會至少每年一次檢討該等系統的有效性，其中涵蓋所有重大控制措施，包括財務、營運及合規監控。

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Risk Management Philosophy

Risk taking is a necessary and accepted part of the Company's business. Effectively managing risk is a competitive necessity and an integral part of creating shareholder value through good business practices designed to ensure that the Company achieves its strategic, business and governance objectives, and protects its corporate reputation, values and integrity. Risk management applies to all aspects of the Company's business and forms a critical part of developing strategic plans, preparing operational plans and budgets, completing detailed project approval requests and designing and managing project plans.

Risk Management Process

In addition to the Board's oversight responsibilities, the Company has developed a risk management process to identify, evaluate and manage significant risks and to resolve material internal control defects (if any). Senior management is responsible for the annual risk reporting process. Risks are compiled, ratings are assigned and mitigation plans are documented. The risk assessment is reviewed by certain members of senior management and presented to the Risk Management Committee and the Board for their review. Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results; and (ii) the probability that the risk will occur.

Based on the risk evaluation, the Company will manage the risks as follows:

- **Risk elimination** – senior management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- **Risk mitigation** – senior management may implement a risk mitigation plan designed to reduce the likelihood, velocity or the severity of the risk to an acceptable level.

風險管理理念

風險承擔對本公司業務而言屬必要及可接受。有效的管理風險可維持競爭力，亦是通過實施良好商業慣例來確保本公司實現其戰略、經營及管治目標，保障公司聲譽、價值及誠信，從而創造股東價值的不可或缺部分。風險管理涵蓋本公司業務的所有方面，是制定戰略計劃、編製經營計劃及預算、完成具體項目審批申請及制定與管理項目規劃時至關重要的一環。

風險管理流程

除董事會的監管責任外，本公司亦已制定風險管理流程以識別、評估及管理重大風險，解決重大內部監控缺陷（如有）。高級管理層負責進行年度風險申報。對風險進行匯總、評級並記錄緩解計劃。高級管理層若干成員負責審閱風險評估結果，然後提呈有關結果予風險管理委員會及董事會以供審閱。董事會及高級管理層根據(i)風險對本公司財務業績影響的嚴重程度；及(ii)風險發生的可能性對風險進行評估。

本公司將根據風險評估結果按以下方式管理風險：

- **排除風險**—高級管理層可確認並實施若干變動或控制，完全排除風險。
- **減低風險水平**—高級管理層可實施設定之風險緩解計劃，將風險可能性、速度或嚴重性降至可接受水平。

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- **Risk retention** – senior management may decide that the risk rating is low enough that the risk is acceptable for the Company and that no action is required. The risk would continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

Reporting, monitoring and evaluating are essential and integral parts of managing risk. Senior management has established an annual risk reporting process to gather risk issues affecting the Company. A risk template has been developed to assist in the identification, documentation, assessment and management of risk exposures.

Review the effectiveness of the risk management and internal control system

The Risk Management Committee met at least annually during the year and reported to the Board for assessment. Key risks are identified and their responsive mitigating controls are documented in the risk registers and report to the Board by the Risk Management Committee.

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time.

- **維持風險水平**—高級管理層可確定基於風險評級屬低，對本公司屬可接受，毋須採取措施。根據風險管理計劃，將繼續監督風險，確保風險水平不會上升至不可接受的水平。

申報、監察及評估乃風險管理不可或缺的關鍵部分。高級管理層已制定年度風險申報流程以收集影響本公司的風險事宜，亦已制定風險管理文檔以協助識別、記錄、評估及管理風險。

審閱風險管理及內部監控系統的有效性

風險管理委員會於本年度至少舉行一次會議，並就評估向董事會匯報。風險管理委員會已識別出關鍵風險，並將其應對紓緩監控記錄在風險名冊，以及匯報予董事會。

本集團並無內部審核功能，原因是董事會已檢討本公司內部監控系統之效用，目前認為根據本集團業務的規模、性質及複雜性，毋須即時於本集團內設立內部審核功能。該情況將不時進行檢討。

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The Board has engaged APAC Compliance Consultancy and Internal Control Services Limited as its risk management and internal control review adviser (“the Adviser”) to conduct the annual review of the risk management and internal control systems for the year ended 31 March 2023. Such review is conducted annually and cycles reviewed are under rotation basis. The scope of review was previously determined and approved by the Board. The Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board/Audit Committee are of the view that there are no material internal control defeats noted. All recommendations from the Adviser are properly followed up by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

Inside information policy

The Company recognises the significance of consistent practices of fair disclosure with the aim of disclosing inside information in a timely and accurate manner. The Company has a policy with regard to the principles and procedures for handling and disseminating the Company’s inside information in compliance with the requirements under Part XIVA of the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong) and the GEM Listing Rules, and such policy has been communicated to the relevant senior executives of the Group. Company Secretary works closely with senior executives in identifying potential inside information and assess the materiality thereof, and where appropriate, to escalate such information for the attention of the Board to resolve on further action(s) complying with the applicable laws and regulations.

董事會已聘請亞太合規顧問及內控服務有限公司為其風險管理及內部監控審核顧問（「顧問」），對截至二零二三年三月三十一日止年度的風險管理及內部監控系統進行年度審閱。該審閱每年進行一次，審閱週期乃輪流進行。審核範圍先前已經董事會確定及批准。顧問已向審核委員會及管理層報告調查結果及需要改進的地方。董事會／審核委員會認為，並不存在重大內部控制缺陷。顧問提出的所有推薦建議均由本集團妥善跟進，以確保其於合理時間內得到落實。因此，董事會認為風險管理及內部監控系統有效且充分。

內幕消息政策

本公司深知貫徹作出公平披露非常重要，目標是適時及準確地披露內幕消息。本公司有政策訂明處理及散發本公司內幕消息的原則及程序，符合香港法例第571章證券及期貨條例第XIVA部及GEM上市規則的規定，及本集團的相關高級行政人員已獲知會相關政策。公司秘書與高級行政人員緊密合作，識別潛在內幕消息及評估其重要性，並在適當情況下將相關資料上報董事會知悉，從而決定進一步行動，以符合適用的法律規章。

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In prevention of premature leakage of inside information, the Company has taken all reasonable measures from time to time to ensure proper preservation of confidentiality of inside information until disclosure to the general public, including inter alia:

- restrictive access to inside information to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentially;
- appropriate confidentiality agreements are put in place when entering into any significant negotiations;
- inclusion of a strict prohibition on the unauthorised use or disclosure of inside information in employee code of conduct; and
- policy is issued to all employees annually reminding their duties and obligations in respect of any dealings in the listed securities of the Company as well as its subsidiaries and associated corporations.

COMPANY SECRETARY

Ms. Li Yuet Tai (李月弟), aged 41, joined in the Company in September 2011 as assistant to chief financial officer and re-designated as company secretary on 1 June 2012. Ms. Li holds a bachelor's degree in business administration in Professional Accountancy from The Chinese University of Hong Kong and has over 7 years of working experience in auditing and accounting in Hong Kong and the PRC. Ms. Li is a member of Hong Kong Institute of Certified Public Accountants. Prior to joining the Company, Ms. Li has served in an international accounting firm for five years. In the last three years, Ms. Li held no directorships in any listed public companies.

為防止過早洩露內幕消息，本公司不時採取一切合理措施確保向公眾披露內幕消息前，內幕消息的保密性獲適當維護，措施包括：

- 只限有需要知情的僱員查閱內幕消息。擁有內幕消息的僱員完全熟知彼等的保密義務；
- 進行任何重大商議時，訂有適當的保密協議；
- 僱員操守守則訂明嚴格禁止未經授權使用或披露內幕消息；及
- 每年向全部僱員發出政策，提醒僱員買賣本公司、其附屬公司及相聯法團的上市證券時的義務及責任。

公司秘書

李月弟女士，41歲，於二零一一年九月加入本公司擔任財務總監助理，並於二零一二年六月一日調任為公司秘書。李女士持有香港中文大學工商管理專業會計學士學位，並於香港及中國擁有超過7年審核及會計工作經驗。李女士為香港會計師公會會員。加入本公司前，李女士於一間國際會計師事務所任職五年。在過去三年內，李女士並無於任何上市公眾公司擔任董事職務。

CORPORATE GOVERNANCE REPORT 企業管治報告

The company secretary took more than 15 hours' professional training for the year ended 31 March 2023. Reporting to the chief executive officer, the company secretary plays an important role in ensuring proper Board procedures are tailored to the Company's business needs and compliance with all applicable laws, rule and regulations. The Directors could obtain advices and services from the company secretary for any updates and developments in corporate governance, applicable laws and regulations when necessary.

The company secretary, as delegated by the Chairman, is responsible for preparing the meeting agenda, serving notice to the Board at least 14 days before the regular meetings or at a reasonable time for other ad-hoc meetings, and providing relevant Board papers to Directors at least 3 days before the meetings, so as to ensure that the Directors receive adequate, accurate, clear, complete and reliable information in a timely manner for effective and informed decision making.

The company secretary also ensures that the Board meetings are convened and constituted in accordance with all applicable laws, regulations and the procedural requirements set out in the articles of association at all times. In addition, the company secretary will take minutes of the meetings and circulate them to Directors for comments at a reasonable time after the meetings. After incorporating Directors' comments, the executed version of the minutes will be maintained by the company secretary and be open for Directors' inspection during normal office hours.

公司秘書於截至二零二三年三月三十一日止年度已完成超過15小時的專業培訓。公司秘書乃向行政總裁匯報，於制定適合的董事會程序以配合本公司業務需要並符合一切適用法律、規則及規例方面擔任重要的角色。董事於有需要時可就企業管治、適用法律及規例之任何最新消息及發展，向公司秘書取得意見和服務。

公司秘書（按主席授權）負責編製會議議程，於定期會議召開至少十四日前（或就其他特別會議而言之合理時間）向董事會發出會議通知，並於相關會議舉行前至少三日向董事提供相關董事會文件，以確保董事及時收到足夠、準確、清晰、完備及可靠的資料，以作出有效及有根據的決策。

公司秘書亦確保董事會會議一直根據所有適用法律、規例及組織章程細則所載的程序規定來召開及舉行。此外，公司秘書會作相關會議記錄並於會後一個合理時間內將其向董事傳閱以供表達意見。綜合董事之意見後，經簽署的會議記錄將由公司秘書保存並於正常營業時間內供董事查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHTS

The Board believes that general meetings can provide an open forum for communication between the Board and the Shareholders. Shareholders are encouraged to attend general meetings of the Company and give valuable advices to the Company through this direct communication platform. The Company will convene AGM every year and convene any other extraordinary general meeting (“EGM”) as required.

1. The way in which Shareholders can convene an EGM

Any one or more Shareholders holding not less than 10% of the issued share capital at the time of deposit of the requisition and carrying the right of voting at general meeting can deposit a written request to convene an EGM.

The written request must state the purposes of the meeting, signed by the Shareholders concerned and deposited to the Board or the company secretary at the Company's principal place of business at Flat 314, 3/F., Fuk Shing Commercial Building, 28 On Lok Mun Street, Fanling, New Territories, and may consist of several documents in like form each signed by one or more Shareholders. The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the company secretary will notify the Board to convene an EGM and include the resolution in the agenda. The Board shall convene and hold such general meeting within two months after the deposit of such requisition. If the request is verified to be not in order, Shareholders concerned will be advised of the result and no EGM will be convened.

If within twenty-one days of such deposit, the Board fails to proceed to convene such general meeting, the Shareholders or any of them representing more than one-half of the total voting rights of all of them, may themselves convene an EGM, but any EGM so convened shall not be held after the expiration of three months from the said date.

股東權利

董事會相信，股東大會可提供一個公開平台讓董事會及股東進行溝通。歡迎股東出席本公司股東大會，透過此直接的溝通平台給予本公司寶貴意見。本公司每年召開股東週年大會，並於有需要時召開任何其他股東特別大會（「股東特別大會」）。

1. 股東召開股東特別大會的方法

任何一名或多名股東於提交召開股東特別大會要求時持有已發行股本10%或以上並於股東大會上持有投票權，可以書面要求召開股東特別大會。

書面要求必須註明會議目的，由有關股東簽署後交回本公司主要營業地點新界粉嶺安樂門街28號福成商業大廈3樓314室，指定由董事會或公司秘書接收。如附有多份形式類似的文件，則須由一名或多名股東於每份文件上簽署。要求將由本公司股份過戶登記處核實，經確認要求為正式及符合程序後，公司秘書將通知董事會召開股東特別大會並將有關決議案加入議程。董事會須於接獲該要求後兩個月內召開及舉行有關股東大會。倘要求被確認為不符合程序，有關股東將獲告知結果，而本公司將不會召開股東特別大會。

倘於提交要求後二十一日內，董事會未能召開有關股東大會，股東或佔全體該等股東所持投票權總數一半以上的任何人士，可親自召開股東特別大會，惟任何在此情況下召開的股東特別大會不得於上述日期起計三個月屆滿後舉行。

CORPORATE GOVERNANCE REPORT

企業管治報告

2. The procedures for sending enquiries to the Board

Shareholders who wish to raise any queries with the Board may write to the Company's investor relationship contact at Flat 314, 3/F., Fuk Shing Commercial Building, 28 On Lok Mun Street, Fanling, New Territories, by phone on +852 3104 2962 or by email at cnc@cnctv.hk.

3. The procedures for making proposals at Shareholders' meetings

To put forward proposals at Shareholders' meetings, the Shareholders shall submit a written notice of those proposals with the detail contact information to the company secretary at the Company's principal place of business. The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the general meeting.

4. Communications with Shareholders

The Board believes regular and timely communication with shareholders forms part of the Group's effort to help our shareholders understand our business better. Copies of the annual reports and interim reports of the Company are distributed to its shareholders in accordance with statutory and regulatory requirements and also to interested parties recorded in the Company's mailing lists. The publications of the Company, including financial reports, circulars and announcements, are also available on the Company's website.

2. 向董事會提交查詢的程序

股東如欲向董事會提出任何查詢，可致函聯絡本公司投資者關係部（地址為新界粉嶺安樂門街28號福成商業大廈3樓314室）、致電+852 3104 2962或發送電郵至 cnc@cnctv.hk。

3. 於股東大會上提呈動議的程序

股東如欲於股東大會上提呈動議，應將列明有關動議並附有詳細聯絡資料的書面通知提交本公司主要營業地點，指定由公司秘書接收。要求將由本公司股份過戶登記處核實，經確認要求為正式及符合程序後，公司秘書將要求董事會將有關決議案加入股東大會議程。

4. 與股東之溝通

董事會相信，定期及適時與股東溝通為本集團致力協助股東了解本集團業務之其中一環。本公司根據法定及監管規定向股東及於本公司郵寄名單中記錄之有意人士寄發本公司年報及中期報告。本公司之刊物，包括財務報告、通函及公佈亦於本公司網站可供查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company acknowledges that general meetings are good communication channel with the shareholders. At the general meeting, each substantially separate issue is considered by a separate resolution, including election of individual directors, and the poll procedures are clearly explained. Paragraph C.1.6 of the Code requires that independent non-executive directors and non-executive directors shall generally attend general meetings to gain and develop a balanced understanding of the views of shareholders. Paragraph F.2.2 of the Code requires the chairman of the board and chairmen of the audit, remuneration, nomination and other committees to attend the annual general meeting. During the year, due to the delay in publication of financial results and suspension of trading in share of the Company, the Company failed to hold the annual general meeting within the time prescribed by the Rule 18.03 of GEM Listing Rules and the Company's Bye-laws. The Board is of the view that the aforesaid delays are one-off incidents and that the aforesaid matters had been/will be rectified eventually and the Company will endeavour to comply with the Code provision C.1.6 and F.2.2 going forward.

The attendance of the Directors at the general meetings of the Company is set out on page 63 of this report.

INVESTOR RELATIONS

The Company's corporate website is www.cnctv.hk. The Company may from time to time conduct investor/analysts briefings and presentations, roadshows, media interviews, marketing activities for investors and specialist industry forums etc.

All corporate communication materials published on the GEM website (<http://www.hkgem.com>) are posted on the Company's corporate website as soon as practicable after their release. The Company's constitutional documents are also available on our website. No significant changes were made to these documents during the year ended 31 March 2023. Information on our website will be updated on a regular basis.

The Board was satisfied with the review of the implementation and effectiveness of the communication with the shareholders, which could effectively provide a two-way communication platform by the Company with the investors and shareholders by way of regular meetings and timely update of the Company's financial results and developments.

本公司明白股東大會為與股東溝通之良好渠道。於股東大會，將以獨立決議案方式考慮各重大個別事項，包括選舉個別董事，本公司亦將清楚解釋按股數投票表決之程序。守則第C.1.6段規定獨立非執行董事及非執行董事通常須出席股東大會以全面理解股東的意見。守則第F.2.2段規定董事會主席及審核、薪酬、提名及其他委員會主席股東週年大會。於本年度，由於延遲刊發財務業績及本公司股份暫停買賣，本公司未符合GEM上市規則第18.03條及本公司的公司細則所規定的時間內召開股東週年大會。董事會認為上述延誤乃一次性事件，且上述事項最終已／將會得到糾正，而本公司日後將盡力遵守守則條文C.1.6及F.2.2。

董事出席本公司股東大會之情況載於本報告第63頁。

投資者關係

本公司的公司網站為www.cnctv.hk。本公司可不時舉行投資者／分析師簡介及匯報會、路演、媒體訪問、投資者市場活動及業內專業人士論壇等。

所有於GEM網站(<http://www.hkgem.com>)刊登的公司通訊資料須於公佈後盡快上載至本公司的公司網站。本公司的憲章文件亦於本公司網站可供查閱。截至二零二三年三月三十一日止年度，該等文件並無重大變動。本公司網站的資料將會定期更新。

董事會滿意與股東溝通的實施檢討及成效，本公司通過定期會議及適時更新本公司財務業績及發展情況，有效為投資者及股東提供雙向溝通平台。

DIRECTORS' REPORT

董事會報告

The Directors are pleased to present this annual report together with the Financial Statements for the year ended 31 March 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the provision of civil engineering services for the public sector in Hong Kong. During the year ended 31 March 2023, the Group continued to focus on rendering civil engineering services to the public sector in Hong Kong, conducted its media and advertising business in return for advertising and related income.

BUSINESS REVIEW

Further discussion and analysis of business activities of the Group, including a business review of the Group and an indication of likely future developments in the Group's business, can be found in the Management Discussion and Analysis set out on pages 17 to 30 of this annual report. This discussion forms part of this directors' report. Description of the principal risks and uncertainties facing the Group can be found throughout this annual report.

An analysis of the Group's performance using financial key performance indicators is provided in the Five Year Financial Summary from pages 3 to 4 and Financial Highlights on pages 299 to 300 respectively of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to supporting the environmental sustainability. The Group is committed to implementing policies and measures in our daily business operations to foster reduction of the Group's environmental impact. Detail information regarding the environmental, social and governance practices adopted by the Group are set out in the ESG Report on pages 98 to 158 of this report.

董事欣然提呈本年報及截至二零二三年三月三十一日止年度之財務報表。

主要業務

本公司為一間投資控股公司。而其附屬公司之主要業務則為在香港為公營部門提供土木工程服務。截至二零二三年三月三十一日止年度，本集團繼續專注於為香港公營部門提供土木工程服務，開展其媒體及廣告業務，以取得廣告及相關收入。

業務回顧

對本集團業務活動之進一步討論及分析(包括本集團之業務回顧及本集團業務日後可能的發展)可於本年報第17至第30頁載列的管理層討論及分析內閱覽。該討論構成董事會報告之一部分。有關本集團面對的主要風險及不確定因素載於本年報內。

使用主要財務表現指標對本集團表現進行之分析載於本年報第3頁至第4頁的五年財務概要及第299頁至第300頁之財務摘要。

環境政策及表現

本集團致力支持環境的可持續發展。本集團致力在日常業務營運中實行政策及措施，以減低本集團對環境的影響。有關本集團採納之環境、社會及管治常規之詳細資料載於本報告第98至第158頁之環境、社會及企業管治報告。

DIRECTORS' REPORT

董事會報告

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by the Group that has a significant impact on the business and operations of the Group.

RELATIONSHIPS WITH EMPLOYEES

The employees of the Group are one of the most important assets and stakeholders of the Group and their contribution and support are values at all times. The Group regularly reviews compensation and benefits policies accordingly to industry benchmark as well as the individual performance of employees. Other fringe benefits, mandatory provident fund, share options and share award scheme are provided to retain loyal employees with the aim to form a professional staff and management team that can bring the Group to different levels of success.

DIVIDEND POLICY

The declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the Articles of Association of the Company. Subject to compliance with applicable laws, rules, regulations and the Articles of Association, in deciding whether to propose any dividend payout, the Board will take into account, among other things, the financial results, the earnings and distributable reserves, the operations and liquidity requirements, the debt ratio and possible effects on the credit lines, and the current and future development plans of the Company.

RESULTS AND DIVIDENDS

The Group's results for the year ended 31 March 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 165 to 166 of this report.

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

遵守相關法律及法規

於本年度，就本公司所知，本集團並無嚴重違反或不遵守適用法律及法規，致使對本集團之業務及營運造成重大影響。

與僱員的關係

本集團僱員是本集團最重要的資產和持份者之一，本集團一直珍視彼等的貢獻和支持。本集團根據行業基準及僱員個人表現定期檢討薪酬及福利政策。本集團亦提供其他附帶福利、強制性公積金、購股權及股份獎勵計劃以挽留忠誠僱員，務求構建專業的員工及管理團隊，推動本集團再創佳績。

股息政策

本公司任何股息之宣派、形式、次數及金額須根據相關法律、規則及法規以及遵守本公司之組織章程細則。根據適用法律、規則、法規及組織章程細則，當董事會決定是否提議派付任何股息時，將考慮，其中包括，本公司之財務業績、收益及可分派儲備、營運及流動資金需求、債務比率及對信貸額度之可能影響，以及現時及未來發展計劃。

業績及股息

本集團截至二零二三年三月三十一日止年度之業績載於本報告第165至第166頁之綜合損益及其他全面收益表。

董事會不建議就截至二零二三年三月三十一日止年度派發末期股息。

DIRECTORS' REPORT

董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in note 18 to the Financial Statements.

SHARE CAPITAL

Details of the movements in the Company's share capital during the year are set out in note 30 to the Financial Statements.

RESERVES

Movements in reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 169 of this report and note 40 to the Financial Statements.

DONATIONS

During the year ended 31 March 2023, the Group did not make any the charitable donations.

DISTRIBUTABLE RESERVES

As at 31 March 2023, the Company's distributable reserves, including the share premium account, calculated under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$306.5 million in deficit.

CONVERTIBLE NOTES

Details of the convertible notes of the Group are set out in note 28 to the Financial Statements.

FINANCIAL SUMMARY

A summary of the Group's results and financial position for the last five financial years is set out on pages 299 to 300 of this report.

物業、廠房及設備

本集團於本年度之物業、廠房及設備變動詳情載於財務報表附註18。

股本

本公司於本年度之股本變動詳情載於財務報表附註30。

儲備

本集團及本公司於本年度之儲備變動載於本報告第169頁之綜合權益變動表及財務報表附註40。

捐獻

截至二零二三年三月三十一日止年度，本集團並未作出任何慈善捐獻。

可分派儲備

於二零二三年三月三十一日，本公司根據開曼群島公司法(第22章)(一九六一年法例3，經綜合及修訂)計算之可分派儲備(包括股份溢價賬)虧絀約306,500,000港元。

可換股票據

本集團之可換股票據詳情載於財務報表附註28。

財務概要

本集團於過往五個財政年度的業績及財務狀況概要載於本報告第299至第300頁。

DIRECTORS' REPORT

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of the Group's revenue, subcontracting costs and purchases of raw materials attributable to the Group's major customers, subcontractors and suppliers respectively for the year ended 31 March 2023 is as follows:

Revenue

The largest customer
Five largest customers in aggregate

收益

最大客戶 30.7%
五大客戶合佔 88.9%

Subcontracting costs

The largest subcontractor
Five largest subcontractors in aggregate

分包成本

最大分包商 36.5%
五大分包商合佔 58.9%

Purchases of raw materials (Notes)

The largest supplier
Five largest suppliers in aggregate

採購原材料 (附註)

最大供應商 24.9%
五大供應商合佔 81.3%

During the year, none of the Directors, their associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in any of the Group's five largest customers, subcontractors and suppliers.

Notes:

Total purchases of raw materials by the Group included purchases of raw materials by main contractors for the Group's use in carrying out waterworks engineering services as a subcontractor for respective contracts. However, the suppliers from which main contractors purchased the raw materials were not included as the suppliers of the Group as the Group did not have direct relationship with these suppliers.

SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2023 are set out in note 38 to the Financial Statements.

主要客戶及供應商

截至二零二三年三月三十一日止年度，本集團之收益、分包成本及原材料採購應佔本集團主要客戶、分包商及供應商的百分比分別如下：

於本年度，概無董事、彼等之聯繫人或就董事所知擁有本公司已發行股本5%以上之任何股東於本集團任何五大客戶、分包商及供應商中擁有任何權益。

附註：

本集團原材料採購總額包括主承建商就各合約為本集團採購作為分包商進行水務工程服務而用的原材料。然而，主承建商採購原材料的供應商並不納入本集團之供應商，原因是本集團與該等供應商並無直接關係。

附屬公司

本公司附屬公司於二零二三年三月三十一日的詳情載於財務報表附註38。

DIRECTORS' REPORT

董事會報告

DIRECTORS

The Directors who held office during the year and up to the date of this report are:

Executive Directors

Dr. Jiang Yan (*Chairman*)

Dr. Li Yong Sheng (*Vice chairman and Chief Executive Officer*)

Mr. Liu Da Yong

Mr. Kan Kwok Cheung

Non-Executive Directors

Ms. Tang Li

Mr. Law Cheuk Hung

Independent Non-Executive Directors

Mr. Wu Guo Ming

Mr. Wan Chi Keung, Aaron, *BBS JP*

Mr. Wong Chung Yip, Kenneth (*resigned on 14 October 2022*)

NON-COMPLIANCE WITH RULES 5.05(1), 5.05(2), 5.05A, 5.36A AND 5.28 OF THE GEM LISTING RULES

Following the retirement and resignation of certain former Directors on 11 August 2020 and 14 October 2022, the Company has failed to meet the requirement that (1) there will be two independent non-executive directors on the Board which falls below the minimum number as required under Rule 5.05(1) of the GEM Listing Rules; (2) there will be no independent non-executive directors have appropriate professional qualifications or accounting or related financial management expertise as required under Rule 5.05(2) and Rule 5.28 of the GEM Listing Rules; (3) there will be two independent non-executive directors representing less than one-third of the Board as required under Rule 5.05A of the GEM Listing Rules; and (4) there will be two independent non-executive directors on the Nomination Committee which does not fulfil the requirement of establishing a nomination committee comprising a majority of independent non-executive directors as required under Rule 5.36A of the GEM Listing Rules.

董事

於本年度內及直至本報告日期任職的董事包括：

執行董事

姜岩博士 (*主席*)

李永升博士 (*副主席兼行政總裁*)

劉大勇先生

簡國祥先生

非執行董事

唐麗女士

羅焯雄先生

獨立非執行董事

吳國銘先生

尹志強先生，*銅紫荊星章，太平紳士*

王忠業先生 (*於二零二二年十月十四日辭任*)

未符合GEM上市規則第5.05(1)條、第5.05(2)條、第5.05A條、第5.36A條及第5.28條

若干前任董事於二零二零年八月十一日及二零二二年十月十四日退任及辭任後，本公司未能符合下列要求：(1)董事會將包括兩名獨立非執行董事，少於GEM上市規則第5.05(1)條所規定之獨立非執行董事人數最低數目的要求；(2)本公司將無獨立非執行董事具備適當專業資格或具備適當的會計或相關的財務管理專長，未能符合GEM上市規則第5.05(2)條及第5.28條；(3)董事會包括兩名獨立非執行董事，少於GEM上市規則第5.05A條所規定之獨立非執行董事人數佔董事會人數至少三分之一的要求；及(4)提名委員會將包括兩名獨立非執行董事，未能符合GEM上市規則第5.36A條有關提名委員會由大多數獨立非執行董事組成之要求。

DIRECTORS' REPORT

董事會報告

The Company is in the process of looking for a suitable candidate to fill the vacancy. It takes time for the Company to look for and consider the qualifications of the candidates and the potential contributions the candidates can bring to the Board and to complete the internal selection and approval procedures for the appointment of new Board members in accordance with the nomination policy and procedures of the Company.

INDEPENDENCE CONFIRMATIONS OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

PERMITTED INDEMNITY PROVISIONS

The Company's Articles of Association provide that all Directors and officers of the Company 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 they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty.

Upon the expiry of the previous insurance cover in year 2020, the Company did not arrange appropriate insurance cover in respect of legal action against its Directors as it took time for the Company to solicit a suitable insurer at reasonable commercial terms and conditions.

本公司正物色合適之候選人以填補空缺。根據本公司的提名政策及程序，本公司須花時間物色及考慮候選人的資質及候選人可為董事會帶來的潛在貢獻以完成內部選舉及委任新董事會成員的批准程序。

獨立非執行董事之獨立身份確認

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立身份所發出的年度確認書。本公司認為，所有獨立非執行董事均為獨立人士。

獲准許之彌償保證條文

本公司之組織章程細則規定，全體董事及本公司管理人員，均可從本公司的資產及利潤獲得彌償，該等人士就各自的職務或執行其職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害。

於過往保險保障於二零二零年屆滿後，由於本公司需要時間按合理商業條款及條件招攬合適的保險公司，故本公司並無就針對其董事的法律行動安排適當保險保障。

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for an initial fixed term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three-month salary in lieu of notice.

Each of the non-executive Directors was appointed for a specific term of three years subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of non-executive Director will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three-month salary in lieu of notice.

Each of the independent non-executive Directors were appointed for a specific term of three years, subject to retirement by rotation and re-election at the AGM pursuant to the articles of association of the Company. The appointment of independent non-executive Directors will continue thereafter until terminated by either party giving not less than three months' prior written notice to the other or the payment of three-month salary in lieu of notice.

None of the Directors has a service contract with any member of the Group which does not expire or is not determinable by the relevant employer within one year without payment of compensation, other than statutory compensation.

董事服務合約

各執行董事已與本公司訂立服務合約，初步固定年期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。執行董事之委任將持續，直至任何一方向另一方發出不少於三個月之事先書面通知或支付三個月薪金作代通知金為止。

各非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。非執行董事之委任將持續，直至任何一方向另一方發出不少於三個月之事先書面通知或支付三個月薪金作代通知金為止。

各獨立非執行董事獲委任之指定任期為三年，惟須根據本公司組織章程細則於股東週年大會上輪流退任及膺選連任。獨立非執行董事之委任將持續，直至任何一方向另一方發出不少於三個月之事先書面通知或支付三個月薪金作代通知金為止。

概無董事與本集團任何成員公司訂立不會於一年內屆滿或有關僱主不得於一年內終止而毋須支付任何賠償（法定賠償除外）之服務合約。

DIRECTORS' REPORT

董事會報告

BIOGRAPHICAL DETAILS OF DIRECTORS

The biographical details of Directors as at the date of this report are set out in the “Biographical Details of Directors” section on pages 31 to 36 of this report.

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

DIRECTORS' INTERESTS IN CONTRACT

Save as disclosed in the paragraph headed “Connected Transactions”, no contract of significance to which the Company or any of its subsidiaries was a party, and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

REMUNERATION POLICY

Remuneration is determined with reference to the nature of job, performance, qualifications and experience of individual employees, as well as the result of the Group and the market trend. The Group carries out staff performance appraisal once a year and the assessment result is used for salary reviews and promotion decisions. The Group recognises the importance of staff training and thus regularly provides internal and external training for its staff to enhance their skills and knowledge.

The remuneration of the Directors is determined with reference to the duties and level of responsibilities of each Director, the remuneration policy of the Group and the prevailing market conditions.

董事履歷詳情

董事於本報告日期的履歷詳情載於本報告第31至第36頁「董事履歷詳情」一節。

管理合約

除僱傭合約外，本年度並無訂立或存在任何有關本集團全部或任何重大部分業務的管理與行政之合約。

董事於合約中的權益

除「關連交易」一段所披露者外，於年終或年內任何時間，本公司或其任何附屬公司概無訂立董事於其中直接或間接擁有重大權益之重大合約。

薪酬政策

薪酬乃參考個別僱員的工作性質、表現、資歷及經驗以及本集團業績及市場趨勢釐定。本集團每年進行一次員工表現評估，評估結果用作薪金檢討及晉升決定。本集團認可員工培訓的重要性，因而定期為員工提供內部及外部培訓，以提升彼等的技能及知識。

董事薪酬乃參考各董事的職務及職責水平、本集團的薪酬政策以及當時的市況釐定。

DIRECTORS' REPORT

董事會報告

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the remuneration of the Directors and of the five highest paid individuals of the Group are set out in notes 13 and 14 to the Financial Statements.

PENSION SCHEMES

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

Pursuant to the relevant labour laws, rules and regulations in the PRC, the Group participates in defined contribution retirement benefit scheme (the "Retirement Benefit Scheme") organised by the relevant local government authorities in the PRC whereby the Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. Contributions to the Retirement Benefit Scheme vest immediately.

During the years ended 31 March 2023 and 2022, the Group had no forfeited contributions under the MPF Scheme and the Retirement Benefits Scheme utilised to reduce the existing levels of contributions. As at 31 March 2023 and 2022, there was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the contribution payable in the future years.

Particulars of the pension schemes are set out in note 14 to the Financial Statements.

董事及五名最高薪人士之薪酬

本集團董事及五名最高薪人士之薪酬詳情載於財務報表附註13及14。

退休金計劃

本集團根據香港法例第485章強制性公積金計劃條例實施一項強制性公積金計劃（「強積金計劃」），對象為香港法例第57章僱傭條例管轄範圍下之僱員。強積金計劃乃一項定額供款退休計劃，由獨立受託人負責管理。根據強積金計劃，僱主及其僱員各自須按僱員有關收入之5%向強積金計劃作出供款，每月有關收入之上限為30,000港元。向強積金計劃作出的供款乃即時歸屬。

根據中國相關勞動法例、條例及規例，本集團參與一項由中國有關地方政府機關組織的界定供款退休福利計劃（「退休福利計劃」），據此，本集團須於年內按中國相關機關釐定的標準工資之一定比率向退休福利計劃作出供款。退休福利計劃之供款乃即時歸屬。

截至二零二三年及二零二二年三月三十一日止年度，本集團並無強積金計劃項下的供款遭沒收，亦無利用退休福利計劃來降低現有供款水平。於二零二三年及二零二二年三月三十一日，強積金計劃及退休福利計劃下概無被沒收的供款可供本集團用於減少未來年度應付的供款。

退休金計劃之詳情載於財務報表附註14。

DIRECTORS' REPORT

董事會報告

SHARE OPTION SCHEME

A share option scheme was adopted and approved by the shareholders of the Company on 11 August 2010. The share option scheme expired on 10 August 2020. No share options have been granted pursuant to the share option scheme during the year ended 31 March 2023.

The Board has resolved to propose the adoption of a new share option scheme for the approval by the shareholders of the Company. The purpose of the new share option scheme is to provide incentive or reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group or any entity in which the Group holds any equity interest.

The new share option scheme will constitute a share option scheme under Chapter 23 of the GEM Listing Rules. The Board will propose the new share option scheme for shareholders' approval at a general meeting of the Company to be convened in due course for the purposes of, among other things, seeking the approval from the shareholders of the Company for the adoption of the share option scheme and authorising the Board to grant the share options pursuant to the share option scheme and to allot and issue the shares of the Company pursuant to the exercise of the share options. As at the date of this report, the new share option scheme remains subject to the obtaining of (i) the approval from the shareholders of the Company at a general meeting of the Company to be convened in due course; and (ii) the approval from the Stock Exchange for the listing and trading of any Shares to be issued under the share options that may be granted under the new share option scheme.

購股權計劃

本公司股東已於二零一零年八月十一日採納及批准購股權計劃。購股權計劃於二零二零年八月十日屆滿。於截至二零二三年三月三十一日止年度，並無根據購股權計劃授出購股權。

董事會已決議提呈採納新購股權計劃以供本公司股東批准。新購股權計劃之目的為鼓勵或獎賞合資格人士對本集團所作出之貢獻及／或使本集團可聘請及挽留優秀僱員及吸引對本集團或任何本集團持有其任何股本權益的實體具價值之人力資源。

新購股權計劃將構成GEM上市規則第23章項下之購股權計劃。董事會將於本公司股東大會上提呈新購股權計劃以待股東批准，大會將於適當時候召開，藉以（其中包括）尋求本公司股東批准採納購股權計劃及授權董事會根據購股權計劃授出購股權及根據購股權之行使配發及發行本公司股份。於本報告日期，新購股權計劃仍須待取得(i)本公司股東於將在適當時候召開之本公司股東大會上之批准；及(ii)聯交所批准根據新購股權計劃可能授出之購股權項下將予發行之任何股份之上市及買賣。

DIRECTORS' REPORT

董事會報告

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

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

Long position in the Shares:

| Name | Capacity/Nature of interest | Number of Shares held | Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比 |
|----------------------------|-------------------------------------------------|-----------------------|------------------------------------------------------------------------------------|
| 姓名 | 身份／權益性質 | 所持股份數目 | 百分比 |
| Mr. Kan (Note) 簡先生 (附註) | Interest in controlled corporation 於受控制法團之權益 | 69,000,000 | 1.70% |

Notes:

Mr. Kan is the sole beneficial owner of Shunleetat, which was interested in 69,000,000 Shares. Under the SFO, Mr. Kan is deemed to be interested in all the Shares held by Shunleetat.

董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉

於二零二三年三月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益及淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或根據GEM上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的權益及淡倉如下：

於股份的好倉：

| Name | Capacity/Nature of interest | Number of Shares held | Percentage of aggregate interests to total issued share capital 總權益佔全部已發行股本的百分比 |
|----------------------------|-------------------------------------------------|-----------------------|------------------------------------------------------------------------------------|
| 姓名 | 身份／權益性質 | 所持股份數目 | 百分比 |
| Mr. Kan (Note) 簡先生 (附註) | Interest in controlled corporation 於受控制法團之權益 | 69,000,000 | 1.70% |

附註：

簡先生為Shunleetat的唯一實益擁有人，而Shunleetat擁有69,000,000股股份的權益。根據證券及期貨條例，簡先生被視為擁有Shunleetat所持全部股份的權益。

DIRECTORS' REPORT

董事會報告

Saved as disclosed above, as at 31 March 2023, none of the Directors and chief executive of the Company had any other interests or short positions in any Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) 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 which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

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

So far as was known to the Directors, as at 31 March 2023, the following persons/entities (other than the Directors or chief executive of the Company) had, or are deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO with details as follows:

除上文披露者外，於二零二三年三月三十一日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部的任何股份、相關股份及債權證中擁有須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所的任何其他權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視作擁有的權益或淡倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊的任何其他權益或淡倉；或根據GEM上市規則第5.46條所述董事進行交易的規定標準須知會本公司及聯交所的任何其他權益或淡倉。

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

就董事所知，於二零二三年三月三十一日，下列人士／實體（董事或本公司主要行政人員除外）於本公司股份、相關股份或債權證擁有或被視作擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉，詳情如下：

DIRECTORS' REPORT

董事會報告

Long position in the Shares:

於股份的好倉：

| Name | | Number of Shares held | | Number of underlying Shares under convertible notes (Note a) | | Total interests | Percentage of aggregate interests to total issued share capital |
|------------------|---------------|------------------------------------|------------------------------------|--------------------------------------------------------------|------------------------------------|-----------------|-----------------------------------------------------------------|
| | | Beneficial owner | Interest in controlled corporation | Beneficial owner | Interest in controlled corporation | | |
| 名稱 | | 實益擁有人 | 於受控制法團之權益 | 實益擁有人 | 於受控制法團之權益 | 總權益 | 佔全部已發行股本百分比 |
| China Xinhua NNC | 中國新華新聞電視網 | 1,188,621,377 (Note b) (附註b) | - | 1,311,378,622 (Note b) (附註b) | - | 2,499,999,999 | 61.65% |
| CNC China | 中國新華新聞電視網(中國) | - | 1,188,621,377 (Note b) (附註b) | - | 1,311,378,622 (Note b) (附註b) | 2,499,999,999 | 61.65% |

Notes:

- (a) Details of the convertible notes were set out in the circulars of the Company dated 19 November 2011, 6 January 2015, 17 January 2018, 16 January 2019 and 18 May 2021.
- (b) China Xinhua NNC is wholly and beneficially owned by CNC China. Accordingly, CNC China is deemed to be interested in the 1,188,621,377 Shares and 1,311,378,622 underlying Shares held by China Xinhua NNC under the SFO.

附註：

- (a) 有關可換股票據的詳情載於本公司日期為二零一一年十一月十九日、二零一五年一月六日、二零一八年一月十七日、二零一九年一月十六日及二零二一年五月十八日的通函內。
- (b) 中國新華新聞電視網由中國新華新聞電視網(中國)全資及實益擁有。因此，根據證券及期貨條例，中國新華新聞電視網(中國)被視為擁有中國新華新聞電視網所持有的1,188,621,377股股份及1,311,378,622股相關股份的權益。

Saved as disclosed above, as at 31 March 2023, the Directors were not aware of any other person/entity (other than the Directors or chief executive as disclosed in the paragraph headed "Directors' and chief executive's interests and short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations" above) who which had, or is deemed to have, interests or short positions in the Shares, underlying Shares or debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who which were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or who/which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文披露者外，於二零二三年三月三十一日，就董事所知，概無任何其他人士／實體（並非上文「董事及主要行政人員於本公司及其相聯法團的股份、相關股份或債權證的權益及淡倉」一段所披露之董事或主要行政人員）於本公司股份、相關股份或債權證擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露的權益或淡倉，或直接或間接擁有可於任何情況下在本集團任何成員公司的股東大會上投票的任何類別股本面值5%或以上的權益或淡倉，或擁有記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉。

DIRECTORS' REPORT

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EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreements entered into during the year or subsisting at the end of the year are set out below:

On 9 December 2011, the Company issued convertible notes with the principal amount of approximately HK\$607,030,000, carried interest at the rate of 5% per annum as part of the consideration for the acquisition of Xinhua TV Asia-Pacific. Each note entitles the holder to convert to ordinary shares at a conversion price of approximately HK\$0.196 per share. Conversion may occur at any time between 9 December 2011 and 8 December 2014. If the notes have not been converted, the Company would redeem on 9 December 2014 at the outstanding principal amount. Interest of 5% per annum would be paid annually until the notes are converted or redeemed.

On 9 December 2014, the Company entered into the first supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend certain terms and conditions of the convertible notes, where (i) the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$277,030,210 was extended for 3 years and the conversion period was accordingly extended for 3 years to 9 December 2017; and (ii) the interest rate of the convertible notes was amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2017 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

權益掛鈎協議

於年內訂立或於年末存在之權益掛鈎協議之詳情載列如下：

於二零一一年十二月九日，本公司發行本金額為約607,030,000港元，按年息率5%計息之可換股票據，作為收購新華電視亞太台之部分代價。每份票據賦予持有人權利按每股股份約0.196港元之兌換價兌換為普通股。可換股票據可於二零一一年十二月九日至二零一四年十二月八日期間內隨時兌換。倘票據尚未兌換，本公司將於二零一四年十二月九日贖回未行使本金額。於票據獲兌換或贖回之前，須按5%之年利率每年支付一次利息。

於二零一四年十二月九日，本公司與中國新華新聞電視網訂立第一份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之若干條款及條件，其中(i)尚未行使本金額為277,030,210港元之尚未兌換可換股票據之到期日延長3年，且兌換期相應延長3年至二零一七年十二月九日；及(ii)延長期間(即二零一四年十二月九日至二零一七年十二月九日)之可換股票據之利率由每年5%修訂為每年3%。除上文所述者外，其他條款維持不變。倘票據尚未獲兌換，本公司將於二零一七年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

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On 13 December 2017, the Company entered into the second supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend term and condition of the convertible notes, where the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$257,030,210 was extended for 1 year and the conversion period was accordingly extended for 1 year to 9 December 2018. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2018 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

On 9 December 2018, the Company entered into the third supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend term and condition of the convertible notes, where the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$257,030,210 was extended for 2 years and the conversion period was accordingly extended for 2 years to 9 December 2020. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2020 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

On 25 January 2021, the Company entered into the fourth supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend term and condition of the convertible notes, where the maturity date of the outstanding convertible notes with outstanding principal amount of HK\$257,030,210 was extended for 1 year and the conversion period was accordingly extended for 1 year to 9 December 2021. Except for above-mentioned, the other terms remained unchanged. If the notes have not been converted, the Company will redeem on 9 December 2021 at the outstanding principal amount. Interest of 3% per annum will be paid annually until the notes are converted or redeemed.

於二零一七年十二月十三日，本公司與中國新華新聞電視網訂立第二份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中尚未行使本金額為257,030,210港元之尚未兌換可換股票據之到期日延長1年，且兌換期相應延長1年至二零一八年十二月九日。除上文所述者外，其他條款維持不變。倘票據尚未獲兌換，本公司將於二零一八年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

於二零一八年十二月九日，本公司與中國新華新聞電視網訂立第三份補充契據，據此，本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中尚未行使本金額為257,030,210港元之尚未兌換可換股票據之到期日延長2年，且兌換期相應延長2年至二零二零年十二月九日。除上文所述者外，其他條款維持不變。倘票據未獲兌換，本公司將於二零二零年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

於二零二一年一月二十五日，本公司與中國新華新聞電視網訂立第四份補充契據，據此，本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中尚未行使本金額為257,030,210港元之尚未兌換可換股票據之到期日延長1年，且兌換期相應延長1年至二零二一年十二月九日。除上文所述者外，其他條款維持不變。倘票據未獲兌換，本公司將於二零二一年十二月九日按尚未行使本金額將其贖回。於票據獲兌換或贖回之前，須按3%之年利率每年支付一次利息。

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DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, none of the Directors and their respective associates including spouses and children under 18 years of age was granted by the Company or its subsidiaries any right to acquire Shares or debentures of the Company or any other body corporate, or had exercised any such right during the year ended 31 March 2023.

PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Shares during the year ended 31 March 2023.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public throughout the year ended 31 March 2023 and as at the date of this report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association and the laws of Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

CONNECTED TRANSACTIONS

During the year, the Group entered into following continuing connected transactions:

董事購買股份或債權證的權利

除本報告所披露者外，截至二零二三年三月三十一日止年度，概無董事及彼等各自的聯繫人(包括配偶及未滿18歲的子女)獲本公司或其附屬公司授出任何權利可購買本公司或任何其他法人團體的股份或債權證，亦無行使任何有關權利。

購買、出售或贖回股份

截至二零二三年三月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回任何股份。

足夠公眾持股量

根據本公司取得之公開資料及據董事所知，截至二零二三年三月三十一日止年度及於本報告日期，公眾持有本公司全部已發行股本不低於25%。

優先購買權

本公司之組織章程細則及開曼群島法例並無載有優先購買權條文，以規定本公司須按比例基準向現有股東發售新股份。

關連交易

年內，本集團訂立以下持續關連交易：

Television Broadcasting Right Agreement

On 5 September 2011, Xinhua TV Asia-Pacific entered into a television broadcasting right agreement (the "Television Broadcasting Right Agreement") with China Xinhua NNC, pursuant to which China Xinhua NNC granted the television broadcasting right in respect of broadcasting information contents from Xinhua News Agency under CNC Channels on television channels in the Asia-Pacific region (excluding the PRC) to the Group for an annual fee of approximately HK\$1.0 million prior to 31 December 2016 and approximately HK\$3.0 million with effective from 1 January 2017. The Television Broadcasting Right Agreement has a term of 120 months from 1 September 2011 to 31 August 2021. Since China Xinhua NNC is a substantial shareholder of the Company, and therefore a connected person of the Company within the meaning of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement constitute continuing connected transactions for the Company pursuant to Chapter 20 of the GEM Listing Rules.

The Board wishes to inform the shareholders and potential investors of the Company that upon expiration of the Television Broadcasting Right Agreement on 31 August 2021, Xinhua TV Asia-Pacific and China Xinhua NNC has yet to conclude on the renewal of a new agreement due to the delay in the commencement of negotiations. Notwithstanding the expiration of the Television Broadcasting Right Agreement, Xinhua TV Asia-Pacific and China Xinhua NNC are in discussion for a renewal up to the date of this report. However, there is no assurance that Xinhua TV Asia-Pacific and China Xinhua NNC will be able to conclude on the renewal of a new agreement at any time.

Further announcement(s) will be made by the Company to keep the shareholders and potential investors of the Company informed of the progress of the renewal of a new agreement or termination of services as and when appropriate.

電視播放權協議

於二零一一年九月五日，新華電視亞太台與中國新華新聞電視網訂立一份電視播放權協議（「電視播放權協議」），據此，中國新華新聞電視網向本集團授出於亞太地區（不包括中國）之電視頻道播放新華社於該等CNC頻道下之資訊內容之電視播放權，於二零一六年十二月三十一日之前之年費為約1,000,000港元及自二零一七年一月一日起之年費為約3,000,000港元。電視播放權協議為期120個月，自二零一一年九月一日起至二零二一年八月三十一日止。由於中國新華新聞電視網為本公司之主要股東，故為本公司之關連人士（定義見GEM上市規則）。因此，根據GEM上市規則第20章，根據電視播放權協議擬進行之交易構成本公司之持續關連交易。

董事會謹此通知股東及本公司潛在投資者，電視播放權協議於二零二一年八月三十一日到期後，新華電視亞太台與中國新華新聞電視網尚未就延遲開始商談重續新協議達成一致。儘管電視播放權協議已到期，但直至本報告日期，新華電視亞太台與中國新華新聞電視網仍正討論重續新協議。但是，並不保證新華電視亞太台與中國新華新聞電視網會隨時就重續新協議達成一致。

本公司將適時作出進一步公佈以知會股東及本公司潛在投資者重續新協議或終止服務的進展。

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GEM Listing Rules Implications

Pursuant to Rule 20.41 of the GEM Listing Rules, the transactions contemplated under the Television Broadcasting Right Agreement are subject to the applicable reporting, annual review and disclosure requirements under Chapter 20 of the GEM Listing Rules. The Company will comply with the applicable reporting, disclosure and independent shareholders' approval requirements, as the case may be, under Chapter 20 of the GEM Listing Rules upon any variation or renewal of the Television Broadcasting Right Agreement.

Save as disclosed above, none of the Directors, controlling Shareholders and their respective associates has any other conflict of interests with the Group during the year ended 31 March 2023.

CORPORATE GOVERNANCE

Details of the Group's corporate governance practices are set out in the "Corporate Governance Report" section on pages 37 to 77 of this report.

EVENTS AFTER THE REPORTING PERIOD

On 5 September, 2023, Mr. Kan, China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes and the Company entered into a conditional agreement, among other things,

GEM上市規則的涵義

根據GEM上市規則第20.41條，根據電視播放權協議項下擬進行之交易須受到GEM上市規則第20章項下適用的申報、年度審閱及披露規定規管。於修改或更新電視播放權協議後，本公司將遵守GEM上市規則第20章項下適用的申報、披露及獨立股東批准之規定（視乎情況而定）。

除上文披露者外，截至二零二三年三月三十一日止年度期間，董事、控股股東及彼等各自的聯繫人概無與本集團有任何其他利益衝突。

企業管治

本集團企業管治常規之詳情載於本報告第37至77頁的「企業管治報告」一節。

報告期後事項

於二零二三年九月五日，簡先生、本公司主要股東及可換股票據持有人中國新華新聞電視網與本公司訂立有條件協議，其中包括：

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1. the proposed allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share to Mr. Kan, a shareholder of the Company for a total consideration of approximately HK\$20,000,000;
 2. the proposed amendments of certain terms of the Convertible Notes with the holder of the Convertible Notes, which is also a substantial shareholder of the Company and proposed issuance of new convertible notes with the principal amount of approximately HK\$64,128,000 to the holder of the Convertible Notes, which is also a substantial shareholder of the Company to set off the Convertible Notes Interest; and
 3. the proposed issuance of new convertible bonds in the principal amount of HK\$16,240,000 to the holder of the Convertible Notes, which is also a substantial shareholder of the Company to set off part of the outstanding balance of the On Demand Debt.
1. 建議按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份予本公司股東簡先生，總代價約為20,000,000港元；
 2. 建議修訂與本公司主要股東及可換股票據持有人之可換股票據的若干條款及建議發行本金額約為64,128,000港元的新可換股票據予本公司主要股東及可換股票據持有人，以抵銷可換股票據利息；及
 3. 建議發行本金額為16,240,000港元的新可換股債券予本公司主要股東及可換股票據持有人，以抵銷部分按要求償還債務的尚未償還結餘。

Save for disclosed in note 41 and above, no significant event has taken place subsequent to 31 March 2023 and up to the date of this report.

除附註41及上文所披露者外，於二零二三年三月三十一日後直至本報告日期概無發生重大事件。

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AUDITOR

The Financial Statements for the year ended 31 March 2023 have been audited by HLB Hodgson Impey Cheng Limited which will retire and, being eligible, offer itself for re-appointment at the forthcoming AGM. A resolution to re-appoint HLB Hodgson Impey Cheng Limited and to authorise the Directors to fix its remuneration will be proposed at the forthcoming AGM.

On behalf of the Board

Jiang Yan

Chairman

Hong Kong, 16 November 2023

核數師

截至二零二三年三月三十一日止年度之財務報表已由國衛會計師事務所有限公司審核，其將於即將舉行之股東週年大會上退任且符合資格並願意膺選連任。本公司將於即將舉行之股東週年大會上提呈一項決議案續聘國衛會計師事務所有限公司並授權董事釐定其薪酬。

代表董事會

姜岩

主席

香港，二零二三年十一月十六日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

CNC Holdings Limited (the “Company”), together with its subsidiaries (the “Group”), is pleased to present this Environmental, Social and Governance Report (the “Report”) to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance issues. This Report is prepared by the Group with the professional assistance of APAC Compliance Consultancy and Internal Control Services Limited.

PREPARATION BASIS AND SCOPE

This Report is prepared in accordance with Appendix 20 to the Rules Governing the Listing of Securities on the GEM (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) – “Environmental, Social and Governance Reporting Guide” and has complied with the “comply or explain” provisions in the GEM Listing Rules.

This Report summarises the performance of the Group in respect of corporate social responsibility, covering its operating activities which are considered as material by the Group – namely (i) provision of civil engineering services for the public sector in Hong Kong (the “Civil Engineering Services Business”) and (ii) media and advertising business (the “Media and Advertising Business”) comprising television broadcasting business in the Asia-Pacific region (excluding the People’s Republic of China (“PRC”)) and digital marketing business on overseas market. With the aim to optimise and improve the disclosure requirements in the Report, the Group has taken the initiative to formulate policies, record relevant data as well as implement and monitor measures. This Report shall be published both in Chinese and English on the website of the Stock Exchange. Should there be any discrepancy between the Chinese and the English versions, the English version shall prevail.

關於本報告

中國新華電視控股有限公司（「本公司」，連同其附屬公司統稱為「本集團」）欣然提呈本環境、社會及管治報告（「本報告」），旨在概述影響本集團營運的重大管理事宜，包括環境、社會及管治事宜。本報告乃由本集團在亞太合規顧問及內控服務有限公司提供專業協助下編製。

編製基準及範圍

本報告乃根據香港聯合交易所有限公司（「聯交所」）GEM證券上市規則（「GEM上市規則」）附錄20「環境、社會及管治報告指引」而編製，並已遵守GEM上市規則所載之「不遵守就解釋」條文。

本報告概述本集團在企業社會責任方面之表現，內容涵蓋本集團認為重大之經營活動—即(i)為香港公營部門提供土木工程服務（「土木工程服務業務」）及(ii)媒體及廣告業務（「媒體及廣告業務」），包括於亞太區（不包括中華人民共和國（「中國」））的電視播放業務及於海外市場的數碼營銷業務。為優化及改善本報告所需的披露，本集團主動制定相關政策、記錄相關數據以及執行及監察相關措施。本報告將於聯交所網站以中英文版本刊發。中英文版本如有任何歧義，概以英文本為準。

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REPORTING PERIOD

This Report demonstrates our sustainability initiatives during the reporting period from 1 April 2022 to 31 March 2023.

CONTACT INFORMATION

The Group welcomes your feedback on this Report for our sustainability initiatives. Please contact us at cnc@cnctv.hk.

INTRODUCTION

The Group is principally engaged in the Civil Engineering Services Business and the Media and Advertising Business. The Civil Engineering Services Business includes provision of waterworks engineering services, road works and drainage services and site formation work for public sector in Hong Kong. For the Media and Advertising Business, it involves the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) and digital marketing business on overseas market in return for advertising and related revenue.

Sustainable development is an integral part of the Group's business strategy in order to enhance capabilities for long-term competitiveness. The Group is committed to operating in a manner that is economically, environmentally and socially sustainable while balancing the interests of its stakeholders and fostering a positive impact on the society. To demonstrate its commitment, the Group has established and implemented various policies to manage and monitor the risks related to the environment, employment, operating practices and community. Details of the management approaches to sustainable development of different areas are illustrated in this Report.

報告期間

本報告載列我們於二零二二年四月一日起至二零二三年三月三十一日止報告期間之可持續發展計劃。

聯絡資料

本集團歡迎閣下對本報告提出有關我們可持續發展計劃之反饋，請透過cnc@cnctv.hk與我們聯絡。

緒言

本集團主要進行土木工程服務業務及媒體及廣告業務。土木工程服務業務包括為香港公營部門提供水務工程服務、道路工程及渠務服務以及地盤平整工程。媒體及廣告業務涉及於亞太區（不包括中國）之電視播放公司所經營之電視頻道進行電視節目播放及於海外市場的數碼營銷業務以取得廣告及相關收益之業務。

可持續發展為本集團業務策略之重要部分，有助提高長遠競爭力。本集團致力以經濟、環境及社會可持續發展之方式進行經營，並同時平衡其持份者之利益及為社會締造正面影響。為顯示其決心，本集團已制定並實施多項政策以管理及監察與環境、僱傭、營運常規及社區有關之風險。本報告載有不同領域之可持續發展管理方針詳情。

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STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

The Group understands the success of the Group's business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group's activities, products, services and relationships. It allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships and to seek their views on its business proposals and initiatives as well as to promote sustainability in the marketplace, workplace, community and environment.

The Group acknowledges the importance of intelligence gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders that are important to our business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication are used to reach, listen and respond.

持份者參與與重要性評估

本集團明白本集團成功經營實有賴於其主要持份者的支持，主要持份者包括(a)已經或將會投資於本集團的人士；(b)有能力影響本集團事務結果的人士；及(c)對本集團的業務、產品、服務及關係涉及利益又或受其影響或可能受影響的人士。主要持份者的支持有助本集團明白有關風險與機遇。本集團將繼續確保與各主要持份者有效溝通及保持良好關係。

本集團不時因應其角色與職責、策略規劃及業務計劃對持份者作出重要性排序。本集團冀透過持份者的參與建立與持份者互惠互利的關係、諮詢彼等對本集團業務方案及計劃的意見，以及推動市場、工作場所、社區及環境的可持續發展。

本集團明瞭持份者對本集團業務活動的見解、查詢及持續關注甚為重要。本集團已辨識對我們的業務而言屬重要的主要持份者，並已建立各種溝通渠道。下表概述本集團的主要持份者及各種接觸、聆聽和回應的平台及溝通方式。

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Key Stakeholders 主要持份者

Expectations 期望

Engagement Channels 參與渠道

Government
政府

- Compliance with the applicable laws and regulations
- 遵守適用法律及規例
- Proper tax payment
- 依法納稅
- Promotion of regional economic development and employment
- 推動區域經濟發展及就業

- On-site inspections and checks
- 實地視察及檢查
- Conferences
- 會議
- Work reports preparation and submission for approval
- 工作報告編製及提交批准
- Annual and interim reports
- 年度及中期報告
- Company website
- 公司網站

Shareholders and
Investors
股東及投資者

- Low risk
- 低風險
- Return on the investment
- 投資回報
- Information disclosure
- 資訊披露
- Protection of interests and fair treatment of shareholders
- 保障股東權益及平等對待

- Annual general meeting and other shareholder meetings
- 股東週年大會及其他股東大會
- Annual, interim and quarterly reports
- 年度、中期及季度報告
- Announcements
- 公佈
- Newsletter
- 簡訊

Employees
僱員

- Safeguard the rights and interests of employees
- 保障僱員權利及權益
- Working environment
- 工作環境
- Career development opportunities
- 職業發展機會
- Health and safety
- 健康與安全

- Feedback forms
- 反饋表格
- Training, seminars and briefing sessions
- 培訓、研討會及簡介會
- Employee activities
- 僱員活動

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Key Stakeholders

主要持份者

Suppliers and Partners
供應商及合作夥伴

Expectations

期望

- Long-term partnership
- 長期夥伴關係
- Honest cooperation
- 坦誠合作
- Fair and open tendering process
- 公平、公開投標流程
- Information resources sharing
- 資訊資源共享

Peer/Industry
Associations
同業／業界組織

- Experience sharing
- 經驗分享
- Cooperation
- 合作
- Fair competition
- 公平競爭

Market Regulator
市場監管機構

- Compliance with applicable laws and regulations
- 遵守適用法律及規例
- Information disclosure
- 資訊披露

Engagement Channels

參與渠道

- Business meetings and supplier conferences
- 業務會議及供應商會議
- Strategic cooperation
- 戰略合作
- Review and assessment
- 檢討及評估
- Tendering process
- 投標流程
- Industry conference and seminars
- 行業會議及研討會
- Site visit
- 實地拜訪
- Consulting
- 諮詢
- Information disclosure
- 資訊披露
- Annual, interim, quarterly reports and other published information
- 年度、中期、季度報告及其他刊發資訊

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Through general communication with stakeholders, the Group understands the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

The Group has adopted the principle of materiality in the ESG reporting by understanding the key ESG issues that are important to the business of the Group. All the key ESG issues and key performance indicators (KPIs) are reported in the Report according to recommendations of the ESG Reporting Guide (Appendix 20 of the GEM Listing Rules) and the GRI Guidelines.

The Group has evaluated the materiality and importance in ESG aspects through the following steps:

Step 1: Identification – Industry Benchmarking

- Relevant ESG areas were identified through the review of relevant ESG reports of the local and international industry peers.
- The materiality of each ESG areas was determined based on the importance of each ESG area to the Group through internal discussion of the management and the recommendation of ESG Reporting Guide (Appendix 20 of the GEM Listing Rules).

Step 2: Prioritisation – Stakeholder Engagement

- The Group discussed with key stakeholders on key ESG areas identified above to ensure that all the key aspects were covered.

Step 3: Validation – Determining Material Issues

- Based on the discussion with key stakeholders and internal discussion among the management, the Group's management ensured that all the key and material ESG areas, which were important to the business development, were reported and in compliance with ESG Reporting Guide.

As a result of this process carried out in 2023, those important ESG areas to the Group were discussed in this Report.

透過與持份者進行一般溝通，本集團了解到持份者的期望及關注。所獲得的反饋讓本集團能夠作出知情決策，且更好地評估及管理由此產生的影響。

本集團通過了解對本集團業務而言屬重要的關鍵環境、社會及管治事宜，於環境、社會及管治報告中採用重要性原則。根據環境、社會及管治報告指引（GEM上市規則附錄20）及全球報告倡議組織指引的建議，本報告就所有關鍵環境、社會及管治事宜及關鍵績效指標作出匯報。

本集團已透過以下步驟評估環境、社會及管治方面的重大性及重要性：

步驟一：識別—行業基準

- 透過審查當地及國際同業的相關環境、社會及管治報告，確定相關的環境、社會及管治範疇。
- 根據各個環境、社會及管治範疇對本集團的重要性，透過管理層的內部討論及環境、社會及管治報告指引（GEM上市規則附錄20）的建議，釐定各個環境、社會及管治範疇的重要性。

步驟二：排序—持份者的參與

- 本集團已就上述關鍵環境、社會及管治範疇與主要持份者進行討論，以確保涵蓋所有關鍵方面。

步驟三：確認—釐定重大議題

- 根據與主要持份者的討論以及管理層之間的內部討論，本集團的管理層確保所有對業務發展至關重要的關鍵及重大環境、社會及管治範疇已予報告並遵守環境、社會及管治報告指引。

由於二零二三年進行該程序，本報告中已討論該等對本集團至關重要的環境、社會及管治範疇。

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A. ENVIRONMENTAL ASPECTS

The Group is committed to continuously improving its environmental sustainability and integrating environmental considerations into its operations. For the Civil Engineering Services Business, the Group endeavours to manage construction sites in an environmentally friendly and energy efficient manner with the implementation of the “Environmental Management Policy” and the “Environmental Management Plan”.

The “Environmental Management Policy” (the “EMP”) summarises the Group’s commitment in ensuring environmentally responsible operation, including establishing and attaining environmental objectives and targets, communicating with employees and sub-contractors the Group’s standards, as well as preventing or reducing environmental pollution and nuisance with adequate protective measures.

The “Environmental Management Plan” outlines how the Group intends to minimise the environmental nuisance of air, noise and wastewater pollution, and minimise the generation of surplus construction and demolition (“C&D”) materials and complying the requirement of Environmental Permit under Environmental Impact Assessment Ordinance.

For the Media and Advertising Business, it is wholly office-based and its environmental impacts are relatively insignificant as compared to the Civil Engineering Services Business.

A. 環境方面

本集團致力持續提高環境的可持續發展並將環境方面的考慮納入其營運。就土木工程服務業務而言，本集團努力以環保節能方式管理施工地盤，並實施「環境管理政策」及「環境管理計劃」。

「環境管理政策」（「環境管理政策」）概述本集團致力於確保以對環境負責任的方式營運，包括制定及實現環境目的及目標、與僱員及分包商溝通本集團之標準，以及採取適當保護措施，防止或減少環境污染及損害。

「環境管理計劃」概述本集團擬盡量降低空氣、噪音及廢水污染等環境損害的措施，並盡量減少產生剩餘拆建（「拆建」）物料及遵守《環境影響評估條例》項下的環境許可之規定。

媒體及廣告業務完全於辦公室內進行，故其環境的影響較土木工程服務業務而言相對較小。

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A1. EMISSIONS

The Group has implemented the “Environmental Management Plan” and various emission control initiatives to address air, noise, water and waste pollution during construction. The Group strictly complies with the relevant laws and regulations, including but not limited to the Noise Control Ordinance (Cap. 400), the Air Pollution Control Ordinance (Cap. 311), the Water Pollution Control Ordinance (Cap. 358), the Waste Disposal Ordinance (Cap. 354) and the Environmental Impact Assessment Ordinance (Cap. 499), to ensure the environmental impacts arising from its business are managed in a proper manner.

During the reporting period, the Group was not aware of any non-compliance with the relevant laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous waste.

Air Pollutant Emissions

Air pollutants are a major concern for construction industry. Construction activities such as concrete breaking and demolition works, drilling works, excavation works and combustion of fuels resulted in generation of air pollutants. The Group has implemented various mitigation and preventative measures to reduce its air pollutants emission.

In managing the dust generation, all stockpile of construction materials including excavated soft materials, demolition debris, fill materials, etc. which are dusty by their nature are properly covered by tarpaulin or other approved means. For carrying out dusty construction activities such as demolition works, drilling works or excavation works, the Group provides dust screens or enclosure, water spraying system, the fitting of vacuum cleaning services to the pneumatic or drilling, cutting and polishing machines or other appropriate abatement measures to reduce the air nuisance to the public.

A1. 排放物

本集團已實施「環境管理計劃」及各項排放控制措施，以解決施工期間的空氣、噪音、水及廢物污染問題。本集團嚴格遵守有關法律及規例，包括但不限於《噪音管制條例》（第400章）、《空氣污染管制條例》（第311章）、《水污染管制條例》（第358章）、《廢物處置條例》（第354章）及《環境影響評估條例》（第499章），以確保以適當方式管理其業務所產生的環境影響。

於報告期間，本集團並不知悉任何重大未遵守有關氣體及溫室氣體排放、向水及土地排污、有害及無害廢棄物之產生之法律及規例之情況。

空氣污染排放物

空氣污染是建築業的主要關注點。混凝土破碎及拆遷作業、鑽井作業、挖掘作業及焚燒燃料等建築活動導致空氣污染物的產生。本集團已實施多項緩解措施及預防措施，以減少空氣污染排放物。

管理粉塵產生方面，所有庫存的建築材料，包括已挖掘之軟質材料、拆除碎片、填充材料等，該等材料具有多塵性質，將通過油布或其他經批准方法妥當遮蓋。在拆遷作業、鑽井作業或挖掘作業等多塵施工作業中，本集團提供防塵屏或防護罩、噴水系統、將真空清潔裝置裝配至充氣或鑽孔、切割及拋光機器或採取其他適當減排措施以將對公眾之空氣滋擾降至最低。

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The Group also provides wheel washing systems at all existing points of construction sites, comprising high-pressure water jets and heavy duty metal grating capable for supporting the heaviest vehicles and a trough for collecting wastewater.

For the fuel control, the Group uses Ultra-Low-Sulphur Diesel for non-road mobile machinery. All non-road mobile machinery must be approved with a proper label in a prescribed format issued by the Environmental Protection Department in accordance to the Air Pollution Control (Non-road Mobile Machinery) (Emission) Regulation. The decrease in air pollutant emissions in 2023 was mainly attributable to the effective implementation of a fuel saving policy on mobile sources during the year.

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

| Type of air pollutant 空氣污染物類別 | Unit 單位 | 2023 二零二三年 | 2022 二零二二年 |
|--------------------------------------------------------------|-------------|---------------|---------------|
| Nitrogen oxides (NO _x) 氮氧化物(NO _x) | tonnes 噸 | 25.23 | 34.10 |
| Sulphur oxides (SO _x) 硫氧化物(SO _x) | tonnes 噸 | 0.02 | 0.03 |
| Particulate matter (PM) 懸浮顆粒物(PM) | tonnes 噸 | 1.65 | 2.23 |

本集團亦於所有現有施工地點提供車輪清洗系統，包括高壓水槍、能夠支撐最重車輛之高承重金屬格柵及一個收集廢水之水槽。

燃料控制方面，本集團使用超低硫柴油用於非道路移動機械。所有非道路移動機械必須根據《空氣污染管制(非道路移動機械)(排放)規例》獲環境保護署核准並貼上由其發出之指定格式適當標籤。於二零二三年空氣污染排放物減少乃主要由於年內有效實施汽車源燃料節省政策所致。

於報告期間，空氣污染排放物情況如下：

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Greenhouse Gas (“GHG”) Emission

GHG is considered as one of the major contributors to the climate change and global warming. During the operation of the Group, electricity and fuel consumptions account for a major part of its GHG emission. The Group places great emphasis on improving energy efficiency and reducing energy consumption to reduce GHG emission. The Group has adopted energy saving initiatives mentioned in the section “Use of Resources” of this Report.

Regarding GHG emissions of the Group, scope 1 direct emissions and scope 2 indirect emissions mainly result from the combustion of fuels in stationary sources and purchased electricity respectively for business operations. During the year, the Group complied with all applicable environmental laws and regulations or prosecution for non-compliance with the relevant laws and regulations relating to emissions. The decrease in GHG emissions in 2023 was mainly attributable to the effective implementation of a fuel saving policy on mobile sources during the year.

During the reporting period, the GHG emission was as follows:

| Type of GHG emission 溫室氣體排放類別 | Unit 單位 | 2023 二零二三年 | 2022 二零二二年 |
|----------------------------------------------|-----------------------------------------------------|----------------|---------------|
| Scope 1 ¹ 範圍1 ¹ | tonnes of CO ₂ e 噸二氧化碳當量 | 3043.65 | 4,304.67 |
| Scope 2 ² 範圍2 ² | tonnes of CO ₂ e 噸二氧化碳當量 | 241.47 | 215.50 |
| Total GHG emission 溫室氣體排放總量 | tonnes of CO₂e 噸二氧化碳當量 | 3285.12 | 4,520.17 |
| GHG emission intensity 溫室氣體排放密度 | tonnes of CO ₂ e/HK\$'000 噸二氧化碳當量／千港元 | 0.007 | 0.011 |

¹ Scope 1: Direct emission from sources that are owned or controlled by the Group.

² Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group.

溫室氣體排放

溫室氣體被認為是氣候變化及全球變暖的主要原因之一。於本集團營運中，電力及燃料消耗佔其溫室氣體排放的主要部分。本集團非常重視提高能源效率及減少能源消耗，從而減少溫室氣體排放。本集團已採納本報告「資源利用」一節所述的節能措施。

就本集團溫室氣體排放而言，範圍1直接排放及範圍2間接排放分別主要分別來自業務經營過程中固定源燃料燃燒及所購買電力。年內，本集團已遵守所有適用環境法律法規或並無因違反與排放有關的相關法律法規的檢控。二零二三年溫室氣體排放減少乃由於年內有效實施汽車源燃料節省政策所致。

於報告期間，溫室氣體排放如下：

¹ 範圍1：本集團擁有或控制的源頭所產生的直接排放物。

² 範圍2：本集團耗用所購買電力產生的間接排放物。

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Hazardous and Non-hazardous Wastes

The Group generates non-hazardous waste from construction sites and office operations. The construction sites produce waste that includes C&D materials and household waste. The Group strives to reduce the generation of C&D materials in particular metallic waste, timber, cardboard packaging and chemical waste.

The approaches include proper planning of works, good site management, avoiding cross contamination to reusable materials, use of metal formwork and maximising the reuse of excavated inert C&D materials. All C&D materials arising from or in connection with construction works shall be sorted to recover the inert C&D materials and reusable and/or recyclable materials prior to disposal of the waste portion off-site. The disposal of waste is managed properly in accordance with the relevant legislation.

Furthermore, the Group strives to minimise the use of timber for temporary construction works. Alternative environmentally friendly materials, such as metal scaffolding and metal formwork shall be used to replace timber. The Group reuses timber as much as possible and tries to avoid treating the timber with chemicals which make it difficult to reuse or recycle.

The Group provides recycling bins for the collection of aluminium cans, papers and plastic bottles on construction sites. The recyclable materials are collected by recycling companies on a regular basis.

有害及無害廢棄物

本集團從施工工地及辦公室營運產生無害廢物。施工工地產生的廢物包括拆建物料及生活垃圾。本集團致力減少拆建物料之產生，尤其是金屬廢料、木材、紙板包裝及化學廢物。

該等方法包括妥當規劃作業、良好的工地管理、避免交叉污染可重複使用物料、使用金屬模板，最大限度再利用所挖掘惰性拆建物料。所有由建築工程引起或與建造工程有關的拆建物料，須在廢物場外處置前，進行分類，以回收惰性拆建物料及可重複使用及／或可循環再造物料。廢物處理按照相關法律妥善管理。

此外，本集團致力盡量減少臨時建築作業的木材使用。應使用替代環保材料，如金屬腳手架及金屬模板以代替木材。本集團盡可能多地再利用木材，並盡量避免用化學物質處理木材，以減少再利用回收之困難。

本集團提供回收箱，用於在施工工地收集鋁罐、紙張及塑膠瓶。可回收材料由回收公司定期收集。

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In addition, the Group has implemented the “Environmental Office Practices”, which provides guidelines on reducing waste in office operation. The Group strives to reduce the paper waste by encouraging employees to use both sides of paper and suitable font size and shrinkage mode. Besides, communication by electronic means is promoted to minimise the use of paper and paper waste. Employees are also encouraged to use reusable items, such as reusable cups and cutleries to reduce the amount of waste. The decrease in the amount of non-hazardous waste generated in 2023 was mainly attributable to the decrease in work from civil engineering projects from the Civil Engineering Services Business and the effective implementation of waste management strategies during the year.

During the reporting period, the non-hazardous waste generated by the Group was as follows:

| Type of waste 廢物類別 | Unit 單位 | 2023 二零二三年 | 2022 二零二二年 |
|--------------------------------------------------------|--------------------------|---------------|---------------|
| Non-hazardous waste generated 所產生之無害廢棄物 | tonnes 噸 | 27,536.60 | 82,098.21 |
| Non-hazardous waste generated intensity 所產生之無害廢棄物密度 | tonnes/HK\$'000 噸／千港元 | 0.06 | 0.20 |

During the reporting period, there was no significant hazardous waste generated by the Group. The Group will closely monitor its operation to the possible generation of hazardous waste in the future.

此外，本集團已實施「環保辦公室常規」，其中規定減少辦公室營運中廢物的指引。本集團致力於通過鼓勵員工雙面使用紙張及採用合適字體大小及縮小模式以減少紙張浪費。此外，建議採用電子手段通信，以進一步減少用紙及紙張浪費。另外亦鼓勵員工使用可重複使用的物品，例如可重複使用的杯子及餐具，以減少廢物量。二零二三年所產生之無害廢棄物數量減少乃主要由於年內土木工程服務業務的土木工程項目工作量減少及有效實施廢棄物管理策略所致。

於報告期間，本集團產生之無害廢棄物如下：

於報告期間，本集團概無產生任何重大有害廢棄物。本集團將於未來對其可能產生有害廢棄物的業務進行密切監控。

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Noise

Noise is generated from the Group's construction activities, such as excavation of hard materials, operation of plants and machinery, falsework dismantle and formwork removing. In managing the impacts of construction noise on the surrounding environment, the Group strictly adheres to the relevant laws and regulations, including the Noise Control Ordinance (Cap. 400). The Group strives to mitigate the noise nuisance by controlling the noise source and adopting noise abatement practices.

The Group undertakes various construction planning to eliminate noise sources. Except for those machinery operations and construction works stated in the Construction Noise Permit issued by the Environmental Protection Department, other operations are not allowed to be carried out from 7 p.m. to 7 a.m. or at any time on Sundays or public holidays. The Group also selects the quieter plants to be used on site instead of noisy plant when feasible.

In order to minimise the noise pollution on construction sites, the Group has adopted noise abatement practices. The Group uses non-percussive equipment such as sawing and coring machines for demolition and concrete breaking work. Mufflers or silencers, and dampening layer with steel collars are fitted to hand held pneumatic breakers. Where percussive breakers are used, the breaker tip is enclosed with sound insulating material to reduce the noise.

噪音

噪音來自本集團挖掘堅硬物料、機器與設備運作、腳手架拆除及模板拆除等施工作業。在管理施工噪音對周圍環境的影響方面，本集團嚴格遵守相關法律及規例，包括《噪音管制條例》(第400章)。本集團致力透過控制噪音源及採用減噪措施，以減輕噪音滋擾。

本集團進行各種施工規劃以消除噪音源。除環境保護署發出的建築噪音許可證所述的機械操作及施工作業外，其他作業不得於下午七時正至上午七時正時間段或週日或公眾假期的任何時間進行。在可行的情況下，本集團亦選擇在工地使用更安靜的機器代替嘈雜的機器。

為盡量減低施工工地的噪音污染，本集團已採取減噪措施。本集團使用鋸、取芯機等非衝擊設備進行用作拆除及混泥土破碎作業。消聲器或消音器以及帶有鋼圈的阻尼層安裝在手提破碎機上。於使用衝擊破碎機時，破碎機尖端會用隔音材料封閉以減少噪音。

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Wastewater

Wastewater such as toilet sewage generated from the site depot is discharged into a foul sewer if connection to foul sewer can be made. Otherwise, it is temporarily collected in the sewage tank. The Group has engaged licensed sewage contractor for sewage disposal. Direct discharge of wastewater produced during construction into rainwater gutter is prohibited. Wastewater generated from the sites is properly treated by appropriate means before disposal such as sedimentation tank or waste treatment plant whenever necessary.

During the reporting period, the Group was not aware of any non-compliance with relevant laws and regulations that would have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

A2. USE OF RESOURCES

The Group places great emphasis on ensuring efficient use of energy and resources. The Group aims to promote resource saving by adopting green office practices and motivating our employees to participate in resource conservation activities. The Group's "Environmental Office Practices" provides guidelines on saving energy and water in the office operation.

廢水

如可與污水管道連接，則從工地倉庫產生的廁所污水等廢水將被排放到污水管道中。否則，廢水被臨時收集在污水箱中。本集團已聘請持牌污水處理承辦商進行污水處理。禁止將施工期間產生的廢水直接排放到雨水排水溝中。於必要時，進行處置前，通過適當的方法（例如沉澱池或廢物處理廠）對工地產生的廢水進行妥善處理。

於報告期間，本集團並不知悉任何未遵守有關氣體及溫室氣體排放、向水及土地排污、產生有害及無害廢棄物之法律及規例而對本集團產生重大影響之情況。

A2. 資源利用

本集團十分重視確保能源及資源之有效利用。本集團旨在透過採納綠色辦公室常規及鼓勵僱員參與節約資源活動以推廣資源節約。本集團的「環保辦公室常規」訂明在辦公室營運中有關節能及節水的指引。

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Energy

The energy consumption of the Group comes from electricity and fuel consumption. In view of the scarcity of energy, the Group has advocated various energy conservation strategies. Electrical appliances should be set to energy-saving mode where possible. Computers are set in standby mode when they are not in use for a long period of time. Besides, room temperature should be maintained at an energy-efficient level. Lighting and power supply should be switched off when they are not in use. The decrease in energy consumption in 2023 was mainly attributable to the decrease in work from civil engineering projects from the Civil Engineering Services Business and the effective implementation of an energy saving policy during the year.

During the reporting period, the energy consumption was as follows:

| Type of energy 能源類別 | Unit 單位 | 2023 二零二三年 | 2022 二零二二年 |
|--------------------------------------------|-------------------------|------------------|---------------|
| Purchased electricity 購入電力 | MWh 兆瓦時 | 619.16 | 552.58 |
| Petrol 汽油 | MWh 兆瓦時 | 568.71 | 1,255.57 |
| Diesel 柴油 | MWh 兆瓦時 | 11,854.77 | 16,205.44 |
| Total energy consumption 能源耗用總量 | MWh 兆瓦時 | 13,042.64 | 18,013.59 |
| Energy consumption intensity 能源耗用密度 | MWh/HK\$'000 兆瓦時／千港元 | 0.03 | 0.04 |

能源

本集團的能源耗用來自電力及燃料消耗。鑒於能源短缺，本集團已提出多項節能策略。電器於可行的情況下應設為節能模式。長時間停用之電腦會轉為待機模式。此外，室溫應控制在節能水平，且不使用時應關掉照明和電源。二零二三年能源耗用減少乃主要由於年內土木工程服務業務的土木工程項目工作量減少及有效實施節能政策所致。

於報告期間，能源耗用情況如下：

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Water

Water is another important resource used by the Group. Employees are reminded to turn off the tap when not in use. In case of leaking faucet or pipe, employees should report to the relevant authority to avoid wastage of water. The decrease in the water consumption in 2023 was mainly attributable to the decrease in work from civil engineering projects from the Civil Engineering Services Business and the effective implementation of a water saving policy during the year.

During the reporting period, the water consumption was as follows:

| Water 水資源 | Unit 單位 | 2023 二零二三年 | 2022 二零二二年 |
|-------------------------------------|-------------------------------------|---------------|---------------|
| Water consumption 耗水量 | m ³ 立方米 | 20,539.00 | 26,147.00 |
| Water consumption intensity 耗水密度 | m ³ /HK\$'000 立方米／千港元 | 0.04 | 0.06 |

水資源

水資源乃本集團耗用的另一項重要資源。本集團會提醒僱員不用水時關緊水龍頭。倘水龍頭或管道漏水，僱員應報告有關部門以避免水資源浪費。二零二三年水資源耗用減少乃主要由於年內土木工程服務業務的土木工程項目工作量減少及有效實施節約用水政策所致。

於報告期間，水資源耗用情況如下：

A3. THE ENVIRONMENT AND NATURAL RESOURCES

As stipulated in EMP, the Group considers in its construction planning all the statutory and contractual environmental protection and pollution control requirements that are applicable to the proposed construction works, which are likely to pose potential harm to the environment or environmental nuisance to the members of general public. Before the intended commencement of individual construction operations, the environmental officers and site agents identify the potential adverse impacts on the environment and develop pollution and mitigation measures, in order to reduce the environmental impacts to the minimum. The Group establishes and maintains a routine site inspection programme as part of its active monitoring programme to identify and rectify environmental problems and assess the adequacy of existing pollution control and waste management measures with a view to achieving progressive improvements.

A3. 環境及天然資源

誠如環境管理政策所訂明，本集團於建築規劃時會考慮適用於擬建建築工程的所有法定及合約環保及污染控制規定，而有關工程可能會損害環境或對公眾造成環境滋擾。各建築工程準備動工前，環保主任及工地總管會識別有關環境及開發污染的潛在不利影響並制定緩解措施，以將環境影響降至最低。本集團設立並維持常規實地考察程序作為積極監控程序的一部分，以識別及處理環境問題，並評估現有污染控制及廢棄物管理措施是否足夠，實現逐步改善。

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In addition, the Group adopts various promotion activities to enhance the environmental awareness of its employees. The Group establishes safety and environmental notice boards for displaying environmental information, provides and displays adequate and appropriate environmental protection and waste management signs and posters, delivers environmental talks and distributes environmental protection and waste management publications and information sheets to generally promote environmental protection and waste management to the workforce. The Group also launches environmental campaigns such as model workers to encourage frontline staff to participate in environmental protection activities.

With the integration of policies and measures to reduce air pollutants and GHG emissions, waste generation, noise nuisance and resource consumption, the Group strives to enhance environmental sustainability and minimise the impacts on the environment.

此外，本集團採納多項推廣活動以增強其僱員的環保意識。本集團設立安全及環保公告欄公示環保資訊，提供並張貼充足且適合的環保及廢棄物管理標誌及海報，開辦環保講座並派發環保及廢棄物管理刊物及資料冊，以在工作場所全面推廣環保及廢棄物管理。本集團亦組織模範工人等環保活動，鼓勵前線員工參與環保活動。

隨著納入政策及措施以減少空氣污染及溫室氣體排放、廢棄物產生、噪音騷擾以及資源耗用，本集團會努力加強環境可持續發展並盡量減少對環境的影響。

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A4. CLIMATE CHANGE

Governance

Supported by our ESG Working Group, our Board oversees climate-related issues and risks and ensures that they are incorporated into our strategy.

Our Group addresses climate-related risks based on the nature of the risk to our operations. The physical impacts of climate change, including extreme weather events, or damage to facilities have immediate operational impacts and are treated as operational risks. Long-term challenges, such as emerging ESG issues and climate-related risks and opportunities, may be discussed by the Group's ESG Working Group. Our commitment is to implement, maintain and continually improve our Quality, Environmental, Health and Safety ("QEHS") management system and QEHS performance to uphold the elements of this QEHS Policy and achieve Environmental Friendliness and Protection, Prevention of Pollution and Green and Gracious practices, we endeavour to protect the environmental aspects, reduce the impact of global warming and practice graciousness to our site surroundings. The QEHS policy is reviewed annually to suit climate change.

Our ESG Working Group provides effective governance for integrating and addressing ESG issues, including climate change, within our business. The ESG Working Group plays an integral role in overseeing the Company's ESG strategy, policies and disclosure, including reporting to the Board regularly as important matters arise. The Board plays a role in decision-making and supervision on ESG-related issues.

A4. 氣候變化

管治

環境、社會及管治工作小組協助董事會監察氣候相關議題及風險並確保將其納入我們的策略。

本集團根據營運風險的性質處理與氣候有關的風險。氣候變化的實體影響，包括極端天氣事件或設備遭到破壞而做成即時營運影響會被視為營運風險處理。本集團的環境、社會及管治工作小組會討論長期挑戰，例如新出現的環境、社會及管治議題，及與氣候有關的風險及機遇。我們承諾實施、維護並持續改進我們的質量、環境、健康與安全（「QEHS」）管理體系及QEHS績效，以落實本QEHS政策元素，實現環境友好及保護、防止污染以及環保與優雅的做法，致力於各方面保護環境，減少全球暖化的影響以及於我們的現場環境周圍推行優雅做法。每年均會對QEHS政策進行審查以適應氣候變化。

我們的環境、社會及管治工作小組於我們業務範圍內就整合及處理環境、社會及管治事宜（包括氣候變化）進行有效管理。環境、社會及管治工作小組於監督本公司環境、社會及管治策略、政策及披露方面發揮不可或缺的作用，包括定期向董事會報告重要事項。董事會於環境、社會及管治相關議題的決策及監督中發揮作用。

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The board indicates the Company's development direction, supervises whether all subsidiaries have completed the targets, and assesses and manages climate-related risks and opportunities.

To ensure that our management keeps up with the latest trend of climate-related issues, climate competence training will be provided so that it has the necessary expertise and skills to oversee the management of climate-related issues. Our Board also seeks professional advice from external experts when necessary to better support the decision-making process.

The ESG Working Group is responsible for approving operational emissions targets for the Group, and commissioning an ESG benchmarking and gap analysis exercise to identify gaps in both disclosure and policy relative to best practice standards. Moreover, the ESG Working Group works closely with the Group's different operation departments, with an aim to develop consistent and enhanced approaches on addressing climate risk issues and report to the management. Moreover, the team works together with consultants to review the green-mark rating of our development. This is to ensure that the proposed design or method to construct green sustainable buildings is considered thoroughly while selecting and reviewing materials, technology and sourcing for a sustainable product that is more climatic responsive, energy effective, resource efficient, smarter and has healthier indoor environments.

董事會指明本公司的發展方向，監督所有附屬公司是否完成目標，並評估和管理與氣候有關的風險及機會。

為確保管理層緊跟氣候相關議題的最新趨勢，我們將提供氣候能力培訓，使其具備必要專業知識及技能，以監督氣候相關問題管理。董事會亦會於必要時尋求外部專家意見，以更好支持決策過程。

環境、社會及管治工作小組負責審批本集團營運排放目標，並委託進行環境、社會及管治基準及差距分析測試以識別出披露與政策相關最佳常規標準之間的差距。此外，環境、社會及管治工作小組與本集團不同營運部門緊密合作，旨在制定一致及經改良的方法處理氣候風險議題，並向管理層匯報。此外，該團隊與顧問共同審閱我們發展項目的綠色標誌評級，以確保於選擇及審查材料及技術，以及採購更適應氣候變化、能源效率及資源效率更高、更智能且擁有更健康室內環境的可持續發展產品時，全面考慮興建綠色可持續建築的建議設計或方法。

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Strategy

Climate change risk forms part of our overall risk profile through its role in increasing the frequency and intensity of certain diseases, and the health and mortality impacts resulting from natural disasters. We assess the overall level of risk by taking into consideration a range of diverse risk factors across the many categories in our product or service range. This diversity of risk together with our business strategy and broad geographic footprint helps us distribute risk and provides protection against the impacts of short-term climate change effects. The climate-related risks and opportunities are a factor that determines whether a company can adapt to the market. If the change strategy seizes the opportunity, it will go further; if the risk is resisted, business will be more successful.

In the short term, the Company needs to invest higher costs in the initial stage to achieve environmentally friendly projects. For example, the Company has to source and make use of green materials and sustainably sourced finishes and provide higher energy saving appliances and water saving sanitary wares. We have to face many uncertain factors, such as investor preferences and consumer preferences.

After the initial investment, certain results will be seen in the medium term. At this time, we have to face the situation of whether to continue to expand the influence and whether investment and return are proportional.

The Company will incorporate more technology with integrated solutions that meet the multiple functional needs of a home, which may include lighting, thermal comfort, air quality, noise control and more, to integrate solutions that meet the multiple functional needs of a home. The system is constantly updated to be abreast with the latest technology available in the market.

策略

氣候變化風險構成我們的整體風險組合的一部分，原因為氣候變化會增加若干疾病發生頻率及強度，以及自然災害對健康及死亡率的影響。評估整體風險水平時，會考慮到我們產品或服務範圍內眾多類別中不同風險因素。風險多樣性，加上我們的業務戰略及廣泛的地理覆蓋範圍，有助我們分散風險，並提供保護，抵禦短期氣候變化的影響。氣候相關風險及機遇為決定公司能否適應市場的因素。倘改變戰略能夠抓住機遇，企業便能走得更遠；倘能夠抵禦風險，業務就能取得更大成功。

短期內，本公司需要於初期階段投入更高成本以實現環保項目。例如，本公司須採購及使用綠色材料及可持續採購的飾面，提供更高節能效益的電器及節水潔具。我們亦面對眾多不確定因素，如投資者偏好及消費者喜好。

經過前期投入，中期可見若干成效。此時，我們將面臨是否繼續擴大影響、投資與回報是否成正比的局面。

本公司將引入更多技術，提供滿足家庭多功能需求的綜合解決方案，該等需求可能包括燈光、熱能舒適、空氣質素、噪音控制等。該系統將不斷更新，以跟上市場上的最新技術。

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Our diversified products and services plan to provide protection cover to people in our communities against weather and heat-related disease, while we continue to explore opportunities to engage our business partners with the participation in renewable energy programs and adoption of energy efficiency measures, encouraging them to develop climate resilience and reduce their operational carbon footprint by taking into consideration different climate-related scenarios, including a “2°C or lower scenario” through the following steps:

Step 1: Foresee Future Images Assuming Climate Change Effects

As climate change measures proceed, there is a possibility that the industry will be exposed to substantial changes such as stricter policies including the introduction of and increases in carbon pricing as well as advances in technology, and changes in customer awareness. In light of these climate change effects, based on the IEA scenarios and others, we have foreseen multiple future images as the external environment that will surround our Group.

With regard to the IEA scenarios, we put focus on the 2°C scenario (2DS) to analyse and picture future images in cases where climate change measures do not progress and where climate change measures progress further Beyond 2°C scenario.

Step 2: Consider the Impacts

We considered the impacts on our Group for each of the future images foreseen in Step 1. We believe that in such a society, it will be possible to expand carbon dioxide reduction effects. This in turn will lead to increased business opportunities.

我們的多元化產品及服務計劃為社區提供保護，免受與天氣及高溫相關疾病。同時，我們繼續探索機會，使業務夥伴參與可再生能源計劃及採取能源效率措施，鼓勵其通過以下步驟，考慮與氣候有關的不同情景，包括「攝氏2度或以下的情境」，發展氣候適應能力，減少其營運碳足跡：

步驟1：預測氣候變化影響，想像未來景象

隨著氣候變化措施推行，行業有可能面臨更嚴格政策等重大變動，包括引入及提高碳定價，以及技術進步及客戶意識變化。考慮到該等氣候變化影響，根據國際能源機構預測及其他預測，我們預測未來本集團所處外部環境的多種景象。

關於國際能源機構情景，我們重點關注攝氏2度情景(2DS)，以分析及描繪氣候變化措施並無進展及氣候變化措施進一步進展超過攝氏2度的情況下的未來景象。

步驟2：評估影響

經考慮步驟1中預見的各種未來景象對本集團的影響。我們相信，於如此社會中，將有可能擴大二氧化碳減排效應，從而帶來更多商機。

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With regard to effects on production and purchasing, introduction of and increase in carbon pricing is anticipated in accordance with the global advance of climate change measures, leading to the possibility of higher purchasing and production costs.

On the other hand, in the case where climate change measures are not adequate throughout society, production interruptions and supply chain disruptions are likely to increase as a result of higher frequency and intensification of natural disasters such as flooding.

Step 3: Confirm Measures

Our Group will begin promoting the reduction of non-renewable energy in our daily operation. This strategy will allow for flexible and strategic responses to each demand for the regions where the emission factors of purchased electricity consumptions are high. By promoting real carbon emissions reductions throughout the world through these types of initiatives, we are working to achieve zero carbon emission in our business.

We minimise carbon emissions through comprehensive energy-saving and introduction of renewable energy. With respect to renewable energy in particular, we have set a new target, achieve a reduction rate for purchased electricity in the coming few years.

With regard to the ongoing confirmation of the suitability and progress of the Group's strategies, we believe that we will have opportunities for stable funding and sustainable increase in corporate value through appropriate information disclosure, dialogue with institutional investors and other stakeholders.

於對生產及採購的影響方面，隨著全球氣候變化措施推進，預期引入及提高碳定價將可能導致採購及生產成本增加。

另一方面，倘全社會並無採取適當應對氣候變化措施，洪水等自然災害的發生頻率及強度可能會增加，從而導致生產中斷及供應鏈中斷。

步驟3：確定措施

本集團將開始於日常營運中推動減少使用不可再生能源。就外購電力消耗排放系數較高的地區而言，此戰略可以靈活、有策略地應對各種需求。通過此類舉措在全球推動實際碳排放減少，我們正致力實現業務零碳排放。

我們通過全面節能及引入可再生能源，最大限度減少碳排放。尤其於可再生能源方面，我們制定新目標，於未來數年內實現外購電力減少率。

於持續確認本集團戰略適宜性及進展方面，我們相信，通過適當資料披露，以及與機構投資者及其他持份者對話，我們將有機會獲得穩定資金及企業價值持續增長。

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Risk Management

Our Group identifies the climate change related risks or tests the existing risk management strategies under climate change with the aid of risk assessment, and therefore the areas where new strategies are needed could be identified.

The risk assessment takes a standard risk-based approach using national data, local information and expert knowledge, which can identify how climate change may compound existing risks or create new ones.

The risk assessment is conducted through the following steps:

Step 1: Establish the context

- Objective/goal
- Scale
- Time frame
- Climate change scenario for most climate variables and sea level

Step 2: Identify existing risk (past and current)

- Identify the record of occurrence of climatic hazards in the past in the area
- Risk management strategies in place to tackle future occurrence of the hazard

Step 3: Identify future risk and opportunities

- Explore climate change projections for the selected time frame(s) and emission scenario(s)
- Identify potential hazards
- Investigate whether any existing risk from Step 2 may get worse under future projected changes
- Identify new risks that can emerge under future projected changes

風險管理

本集團識別與氣候變化有關的風險，或借助風險評估測試氣候變化下的現有風險管理策略，因此可以識別須制定新策略的範疇。

風險評估採取基於風險的標準方法，使用國家數據、當地資料及專家知識，評估氣候變化如何使現有風險更為複雜或產生新風險。

風險評估通過以下步驟進行：

第1步：建立情境

- 目的／目標
- 規模
- 時間框架
- 大多數氣候變數及海平面的氣候變化情景

第2步：識別現有風險(過去及現在)

- 識別地區過去發生氣候災害的記錄
- 為應對未來發生的災害而制定風險管理戰略

第3步：識別未來風險及機會

- 探討選定時間框架及排放情景下的氣候變化預測
- 識別潛在災害
- 調查步驟2中任何現有風險是否會於未來預測變化中惡化
- 識別未來預測變化可能帶來的新風險

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Step 4: Analyse and evaluate risk

- Identify a set of decision areas or systems (i.e. geographical areas, business operation, assets, ecosystems, etc.) that has the potential to be at-risk in future

As outlined within the ESG Governance section above, the Group has robust risk management and business planning processes that are overseen by the Board in order to identify, assess and manage climate-related risks. Then, the Board will issue instructions to the ESG Working Group to issue specific rectification measures to business units. The Group engages with government and other appropriate organisations in order to keep abreast of expected and potential regulatory and/or fiscal changes.

The Group continues to raise awareness of climate change in regard to monitoring of carbon and energy footprint in our daily operation. However, there remains gaps in understanding how such climate risks and opportunities may impact our operations, assets and profits. Our Group assesses how the business addresses climate change risks and opportunities and takes the initiative to monitor and reduce its environmental footprint.

During the reporting period, the significant climate-related physical risks and transition risks, which have impacted and/or may impact our Group's businesses and strategy including but not limited to the products and services, supply chain and/or value chain, adaptation and mitigation activities, investment in research and development and operations areas, the impact on financial planning in operating costs and revenues, capital expenditures and capital allocation, acquisitions or divestment and access to capital areas, and the steps taken to manage these risks, are as follows:

第4步：分析及評估風險

- 識別未來有可能面臨風險的一系列決策範圍或系統（例如地區、業務營運、資產、生態系統等）

誠如上文環境、社會及管治治理一節所述，本集團擁有健全的風險管理及業務規劃程序，並由董事會監督，以識別、評估及管理與氣候有關的風險。董事會向環境、社會及管治工作小組發出指示，向各業務單位提供具體整改措施。本集團與政府及其他適當機構合作，以了解預期及潛在監管及／或財政變動。

本集團繼續提高對氣候變化的意識，於日常業務中監測碳及能源足跡。然而，我們於了解有關氣候風險及機會如何影響我們的營運、資產和利潤方面仍然存在差距。本集團評估業務如何應對氣候變化風險及機遇，並主動監測及減少環境足跡。

於報告期內，與氣候相關的重大實體風險及過渡風險已經及／或可能影響本集團的業務及戰略，包括但不限於產品及服務、供應鏈及／或價值鏈、適應及減緩活動、研發及營運領域的投資、對營運成本及收益的財務規劃的影響、資本支出及資本分配、收購或撤資及獲取資本領域，以及為管理該等風險所採取的措施如下：

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Climate-related risks description

氣候相關風險描述

Physical Risk

實體風險

Acute physical risks

急性實體風險

- Increased severity and frequency of extreme weather events such as cyclones and floods. Workers are unable to access the construction sites due to high water level, and the rebar at storage area become unusable due to overexposed to water. Besides, some excavation areas may not be visible, thus may cause drowning. Reconstruction is required and the increase in material demand will cause suppliers to increase prices or out of stock. Additionally, excavation slope will be erode which may endanger workers working in the pit/trench.
颶風及洪水等極端天氣事件的嚴重程度及頻率增加。由於水位過高，工人無法進入建築工地，儲存區的鋼筋因過度暴露於水中而無法使用。此外，若干挖掘區域因無法目視，從而可能導致溺水。需要進行重建，材料需求增加將導致供應商提價或缺貨。此外，挖掘斜坡會受到侵蝕，可能危及於坑洞／壕溝內工作的工人。

Financial Impact

財務影響

- Operating cost increases such as the inadequate water supply for power plants
營運成本增加，如發電廠供水不足
- Capital cost increases due to the damage of facilities
設施損壞導致資金成本增加

Steps taken to manage the risks

為管理風險所採取的措施

- Plan to adopt scenario analysis to disclose an organisation's planning under future scenarios, most notably one with in a 2°C scenario.
計劃採用情景分析來披露組織在未來情景下的規劃（尤其是攝氏2度情景）。
- Ensure all site are provided with proper drainage system to ensure water are able to flow during heavy downpour.
確保為所有地盤配備適當的排水系統，並確保於暴雨下能排水。

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Climate-related risks description

氣候相關風險描述

- Increased likelihood and severity of wildfire. Natural or man-made natural fires can cause a large number of trees to be burned. Thereby affecting the supply of raw materials.

野火發生的可能性及嚴重程度增加。自然或人為的自然火災會導致大量樹木被燒毀，進而影響原材料的供應。

Financial Impact

財務影響

Steps taken to

manage the risks

為管理風險所採取的措施

- Ensure Earth Control Measures (“ECM”) machine is working and always on standby, with regular maintenance of ECM machine and ensure sufficiency of chemicals for ECM machine to prevent delays due to shortage of chemical
確保地面控制測量（「ECM」）機器正常工作並始終處於待命狀態，定期維護ECM機器，確保ECM機器有足夠化學品，防止因化學品短缺而造成延誤
- Based on past historical climate analysis, a plan to deal with possible natural disasters is established.
根據過往的歷史氣候分析，制定應對可能發生的自然災害的計劃。
- Improve warehouse protection measures to prevent materials from being damaged by fire and rain.
改善倉庫保護措施，防止材料被火災及雨水損壞。

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Climate-related risks description
氣候相關風險描述

Financial Impact
財務影響

Steps taken to manage the risks
為管理風險所採取的措施

- Consciously save materials in peacetime.
於和平時期自覺節約材料。
- Protect of cut slope using soil erosion blanket.
使用土壤侵蝕毯保護切坡。
- Introduce storm water tank and raise the minimum platform level.
引入水槽，提高最低平台高度。

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Climate-related risks description

氣候相關風險描述

Chronic physical risks

慢性實體風險

- Changes in precipitation patterns and extreme variability in weather patterns, rainy seasons become unpredictable. 降水模式的變化及天氣模式的極端多變性，使雨季變得難以預測。
- Sites may face high water level due to excessive rain throughout the days and work will be delayed due to damaged materials and equipment. Besides, the water availability will reduce under the change of rainfall patterns, which will greatly affect the construction progress of the site. 工地可能因連日雨水過多面臨水位過高問題，材料及設備受損會導致工期延誤。此外，隨降雨模式變化，可用水量亦會減少，此將大幅影響工地的施工進度。
- Rising temperatures: Hot weather can affect the construction progress, such as the reduction of the efficacy of materials like sealants and mortar. Besides, staff or workers may feel sick easily in extreme temperature. 溫度上升：炎熱天氣會影響施工進度，如降低密封膠及砂漿等材料的功效。此外，工作人員或工人於極端溫度下容易感到不適。

Financial Impact

財務影響

- Revenue reduces from decreased production capacity and the negative impacts of workforce 收入因生產能力下降及勞動力的負面影響而減少

Steps taken to

manage the risks

為管理風險所採取的措施

- Carefully plan areas that will be affected by extreme weather, and increase design flexibility to adapt to possible situations such as sea level rise. For example, elevating the materials from the ground to an optimum level to minimise physical contact with water, and to have personnel be on standby in case of heavy rain to turn on the ECM machine. 仔細規劃將受到極端天氣影響的區域，提高設計的靈活性，以適應海平面上升等可能出現的情況。例如，將材料從地面提升至最佳高度，以盡量減少實際接觸水，並安排人員隨時待命，以於大雨時啟動ECM機器。
- Develop the habit of saving resources. 培養節約資源的習慣。

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Climate-related risks description

氣候相關風險描述

- Rising sea levels: The rise in sea level may cause the coastal area to be submerged. The original building planning area cannot be constructed normally, or the completed building is submerged.

海平面上升：海平面上升可能導致沿海地區被淹沒，使原建築規劃區不能正常施工，或竣工樓宇被淹沒。

Financial Impact

財務影響

Steps taken to manage the risks

為管理風險所採取的措施

- Increase water conservation efforts through effective use of water coming out from water treatment plants, and joint all reservoirs together to ensure water discharge to open drain. 通過有效利用污水處理廠產生的水，加大節水力度，聯合所有水庫一同確保水排入明渠。
- Engage with local or national governments and local stakeholders on local resilience to promotes healthy living to all staff and workers. 與地方或國家政府及當地持份者就本地復原力進行合作，以促進所有員工及工人的健康生活。

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Climate-related risks description

氣候相關風險描述

Financial Impact

財務影響

Steps taken to

manage the risks

為管理風險所採取的措施

Transitional Risk

過渡風險

Policy risk

政策風險

- As a result of energy efficiency requirements, the complied standard of construction materials may be required. 由於節能要求，可能需要符合標準的建築材料。
- The choices of suppliers become scarce as they are unable to adapt to new changes. 由於供應商無法適應新變化，選擇變得更少。
- Mandates on and regulation of existing products and services. Contractors have to update their equipment and reduce environmental pollutions. 對現有產品及服務的規定及監管。承包商必須更新設備，減少環境污染。
- Operating cost increases due to high compliance costs for the updates of equipment and inspections 由於設備更新及面臨檢查導致合規成本上升，使營運成本增加
- Construction costs increase as the price of materials and traditional fuels rise 由於材料及傳統燃料價格上漲，建築成本增加
- Source out alternative construction materials. 尋求替代建築材料。
- Outsource to overseas suppliers. 外包予海外供應商。
- Educate the staff on the usage of new materials. 教育員工使用新材料。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Climate-related risks description

氣候相關風險描述

- The government will increase the price of fuel to restrict the use of traditional fuel sources such as diesel and petrol. 政府提高燃料價格，以限制柴油及汽油等傳統燃料的使用。
- The Group needs to spend much time and resource to carry out ISO quality inspections every year in order to meet the government's quality inspection requirements. 本集團每年需要花費大量時間及資源進行ISO品質檢查，以符合政府質量檢查要求。

Financial Impact

財務影響

Steps taken to manage the risks

為管理風險所採取的措施

- The Group should follow the development of technology and use clean energy machines and appliances, such as energy-efficient 5-ticks aircons aids in the reduction in carbon emissions. 本集團應跟隨技術發展，使用清潔能源機器及設備，如節能型5剔空調，以減少碳排放。
- There should be environmental awareness to reduce carbon dioxide emissions. The management carefully study the requirements of ISO and implement. 應有減少二氧化碳排放環保意識。管理層小心研究ISO要求並加以落實。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Climate-related risks description

氣候相關風險描述

Legal risk

法律風險

- Exposure to litigation. Contractors have to adapt the tightened law and regulations issued by the government due to climate change. When the construction sites affect nearby residents, such as noise pollution and water pollution, residents will complain or even file a lawsuit.
面臨訴訟。承包商必須適應政府因氣候變化而出臺更嚴格的法律法規。當建築工地對附近居民造成影響時，如噪音污染及水污染，居民會投訴甚至提起訴訟。
- Unable to tender for new project.
無法投標新項目。
- Will be blacklisted by the Government bodies.
被政府機構列入黑名單。
- The Group will be fined when they fail to comply with relevant government regulations.
如本集團不符合政府有關規定，將被處以罰款。
- The Group may be required to cease operations when they fail to obtain certificates.
當本集團無法獲得證明時，可能會被要求停止營運。

Financial Impact

財務影響

- Operating cost increases due to high compliance costs
由於合規成本上升，營運成本增加
- Additional cost increases when the companies are fined
當公司被處以罰款時，會增加額外的成本

Steps taken to

manage the risks

為管理風險所採取的措施

- Monitor the updates of Environmental laws and regulations and implemented GHG emissions accounting in advance. Management has to review environmental plan if any change of legal requirements. 監測環境法律法規的更新情況，提前實施溫室氣體排放核算。倘法律要求發生變化，管理層必須重新審查環境計劃。
- Engage Environmental Control Officer to advice the site on any environmental issues. 聘請環境控制人員就工地的任何環境問題提供建議。
- Conduct inspection and report to ensure compliance. 進行檢查並報告以確保合規。
- Seriously abide by relevant laws and regulations proposed by the government. 認真遵守政府頒佈的相關法律法規。

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Climate-related risks description

氣候相關風險描述

Technology risk

技術風險

- More green building strategies with low-carbon, energy-saving technologies are produced. Lagging behind may weaken our competitive edges.
更多低碳、節能技術的綠色建築策略獲制定。落後或會削弱我們的競爭優勢。
- Advanced training is required for the staff to use new technology.
員工需要進行使用新技術的高級培訓。
- Requires more space consumption due to advancement of technology.
由於技術的進步，需要佔用更多的空間。
- The technology fails due to inadequate experience/still under research and development (“R&D”) phase.
技術因使用經驗不足／仍處於研究及開發（「研發」）階段而失效。

Financial Impact

財務影響

- Capital investment in technology development increases
技術開發的資本投資增加
- R&D expense in new and alternative technologies increases
新技術及替代技術的研發費用增加

Steps taken to manage the risks

為管理風險所採取的措施

- Examine the feasibility and benefits of applying the latest environmental technologies to increase the competitiveness and productivity.
研究應用最新環保技術提高競爭力及生產力的可行性及效益。
- Source out companies that may offer better pricing wise but deliver the same as others.
尋找可能提供更佳價格，但與其他公司提供相同服務的公司。
- Educate the staff on how to use the technology.
教育員工如何使用技術。
- Cater the space for advancement of technology.
滿足技術進步所需的空間。
- Ensure the supplier is well recognise to prevent failure in technology.
確保供應商屬廣受認可的供應商以防止技術失效。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Climate-related risks description

氣候相關風險描述

Market risk

市場風險

- More customers are considering climate-related risks and opportunities, which may lead to changes in customer preference. Consumers may be more inclined to buy green and environmentally friendly homes. The loss of competitiveness of traditional houses has led to a decline in corporate profits. 更多客戶正考慮與氣候相關的風險及機遇，可能會導致客戶偏好改變。消費者可能傾向於購買綠色環保型住宅。傳統住宅失去競爭力，導致企業溢利下降。
- Uncertainty in market signals. Green buildings become one of the factors to affect the property price. 市場信號不確定性。綠色建築成為影響房地產價格的因素之一。
- More environmentally-friendly raw materials may be much expensive. 更多的環保原材料可能會令價格更高昂。

Financial Impact

財務影響

- Revenue decreases due to the change in revenue mix and sources
由於收入組合及來源發生變化，導致收入減少
- Operating cost increases as abrupt and unexpected shifts in energy costs
由於能源成本的突然及意料之外的變化，導致營運成本增加
- Construction cost increases due to changing input prices and output requirements and the increased cost of raw materials.
由於投入價格及產出要求發生變化以及原材料成本增加，建築成本增加。

Steps taken to

manage the risks

為管理風險所採取的措施

- Control the environmental hazardous materials in products such as asbestos, and studying the application of eco-friendly and recycled materials. 控制產品中對環境有害的材料，如石棉，並研究環保材料及再生材料的應用。
- Allocated appropriate budget or costing while tendering projects. 在項目投標時分配適當的預算或成本。
- Source out supplier not only in the country but overseas to maintain pricing competition. 尋求本地以外的海外供應商以保持價格競爭力。
- Advise and recommend the benefits of using environmentally-friendly products to the customer. 向客戶建議及推薦使用環保產品的好處。

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Climate-related risks description

氣候相關風險描述

- Fewer suppliers can provide environmentally-friendly raw materials.
可提供環保原材料的供應商更少。
- The changes in consumer preferences lead to the increase in the risks that companies have to bear.
消費者偏好的變化導致公司須承擔的風險增加。

Financial Impact

財務影響

Steps taken to manage the risks

為管理風險所採取的措施

- Actively conduct surveys on user preferences in the consumer market to formulate appropriate development strategies.
積極於客戶市場開展用戶偏好調查，制定相應的發展策略。
- Increased revenues through access to new and emerging markets (e.g., partnerships with governments, development banks).
透過進入新市場及新興市場（如與政府發展銀行合作）以增加收入。
- Increased diversification of financial assets. (e.g. green bonds and infrastructure)
提升金融資產多樣化程度。（如綠色債券及基礎建設）

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環境、社會及管治報告

Climate-related risks description

氣候相關風險描述

Reputational risk

聲譽風險

- Shifts in consumer preferences. More customers are considering climate-related risks and opportunities, which may lead to changes in customer preference for the houses with greener design.
消費者偏好的轉變。越來越多的客戶已在考慮與氣候相關的風險及機遇，從而可能導致客戶偏好傾向設計更環保的房屋。
- Stigmatisation of sector, more stakeholder concern or negative stakeholder feedback on the contractors or developers if the houses are developed in a less environmentally-friendly way.
較不環保的住宅開發方式會導致行業污名化、持份者對承包商或開發商關注或給予負面回饋。

Financial Impact

財務影響

- Revenue decreases from a decrease in demand for properties/engineering services, and the decrease in engineering work capacity
收入因對物業／工程服務的需求以及工程產能減少而減少
- Operating costs increase from negative impacts on workforce management and planning
對勞動力管理及規劃的負面影響導致營運成本增加

Steps taken to

manage the risks

為管理風險所採取的措施

- Fulfilled the social responsibility by organising more activities or actions to show how the corporation places importance on climate change.
履行社會責任，組織更多活動或行動，展示公司對氣候變化的重視。
- Engaged Environmental Control Officer to advice the site on any environmental issues.
聘請環境控制人員就環境問題向現場提供建議。
- Management should conduct inspections and reports to ensure compliance.
管理層應進行檢查及報告，以確保合規。
- Management to review the environmental plan if any change of legal requirements.
倘法律要求有任何變化，管理層將審查環境計劃。

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Climate-related risks description

氣候相關風險描述

- If the operation in the construction site violates environmental protection laws and is subjected to monitoring, it will damage the Group's reputation and reduce chances of acquiring new contracts or will be blacklisted by the Government bodies. Besides, the public's trust in the company may be reduced as well.
倘建築工地的營運違反環境保護法律並受到監督，將損害本集團聲譽，減少獲得新合約的機會，或被政府機構列入黑名單。此外，公眾對本公司的信任度亦會降低。
- Damage to the company's reputation will affect the judgment of investors. Existing investors may withdraw their capital, and potential new investors may abandon their investment.
本公司聲譽受損會影響投資者判斷。現有投資者可能會撤資，潛在新投資者可能會放棄投資。

Financial Impact

財務影響

Steps taken to manage the risks

為管理風險所採取的措施

- The construction work will be terminated if any non-compliance is found.
倘發現任何不合規情況，工程將終止。
- Take practical actions to prove that the company attaches great importance to climate protection and hold more related activities. 以實際行動證明公司對氣候保護高度重視，並舉辦更多相關活動。
- Meet all government requirements for climate protection.
滿足政府對氣候保護的所有要求。
- To ensure the safety is in place for all sites.
確保所有工地安全。

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環境、社會及管治報告

During the reporting period, the primary climate-related opportunities and the corresponding financial impacts were as follows:

於報告期內，與氣候相關的主要機遇及相應的財務影響如下：

Detailed description of climate-related opportunities

氣候相關機遇的詳情

Financial Impact

財務影響

Resource efficiency

資源效益

- Construct and move to more efficient buildings
建設並遷至更具效益的樓宇
- Reduce water usage and consumption
減少用水及消耗
- Operating cost reduces through efficiency gains and cost reductions
透過效益收益及削減成本降低營運成本
- Operating cost reduces through use of lowest cost abatement
通過將成本削減至最低降低營運成本

Energy source

能源

- Use of lower-emission sources of energy
使用排放更少的能源
- Returns on investment in low-emission technology
對低排放技術的投資回報
- Use of supportive policy incentives
使用支持性政策激勵
- Revenue increases through new solutions to adaptations needs, such as insurance risk transfer products and services
透過針對適應需求的新解決方案增加收入，例如保險風險轉移產品及服務
- Use of new technologies
使用新技術
- Revenue increases through access to new and emerging markets
透過進入新興市場增加收入

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Detailed description of climate-related opportunities 氣候相關機遇的詳情

Products and services 產品及服務

- Development of climate adaptation and insurance risk solutions
制定氣候適應及保險風險相關解決方案
- Ability to diversify business activities
業務活動多元化的能力

Markets 市場

- Access to new markets
進入新市場

Resilience 彈性

- Participation in renewable energy programs and adoption of energy-efficiency measures
參與可再生能源計劃及採納能效措施
- Resource substitution or diversification
資源替換或多樣化

Financial Impact 財務影響

- Market valuation increases through resilience planning, such as infrastructure, land, buildings
透過復原規劃增加市場估值，如基建、土地、樓宇
- Reliability of supply chain and ability to operate under various condition increase
各種情況下的供應鏈穩定性及其營運能力提升
- Revenue increases through new products and services related to ensuring resiliency
透過有關確保復原的新產品及服務增加收入

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Metric and Targets

Our Group adopts the key metrics to measure and manage climate-related risks and opportunities. The energy consumption and greenhouse gases (GHG) emissions indicators are the key metrics used to assess and manage relevant climate-related risks where we consider such information is material and crucial for assessing the impact of our operation on global climate change during the year. We track our energy consumption and greenhouse gas emissions indicators regularly to assess the effectiveness of emission reduction initiatives, as well as set targets to contribute our effort to limit global warming.

The details of time frames over which the target applies and base year from which progress is measured are described in the section A1: “Emissions” and section A2: “Use of Resources” of this Report. Our Group adopt absolute target to manage climate-related risks and opportunities and performance.

指標及目標

本集團採用關鍵指標計量及管理與氣候相關的風險及機遇。能源消耗及溫室氣體（溫室氣體）排放指標為評估及管理與氣候有關的相關風險的關鍵指標，我們認為有關資料屬重大，並對評估我們年內的營運對全球氣候變化的影響至關重要。我們定期追蹤能源消耗及溫室氣體排放指標，以評估減排措施是否有效，並設定目標，為限制全球變暖貢獻我們的一份力。

有關適用目標的時限及衡量進展的基準年的詳情載述於本報告A1：「排放物」一節及A2：「資源使用」一節。本集團採取絕對目標以管理與氣候有關的風險及機會以及表現。

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環境、社會及管治報告

B. SOCIAL ASPECTS

EMPLOYMENT AND LABOUR PRACTICES

B1. EMPLOYMENT

The Group believes people are the most valuable assets to the continuing development and success of the Group. As such, the Group strives to attract and retain talents and maintain a safe and equal working environment for its employees. Through the staff handbook, the Group has stated the terms of compensation and dismissal, recruitment and promotion, working hours, rest periods and other benefits and welfare.

The Group strives to construct a diverse and inclusive workplace where all its employees are treated with dignity and respect. The Group provides equal opportunity in all aspects of employment and maintaining a workplace that is free from discrimination or harassment against any individual on the basis of seniority, nationality, gender, age, marital status, disability, race, color, religion or sexual preference.

Remuneration and promotion opportunities are crucial to retain and motivate employees in achieving key objectives of the Group. The Group provides remuneration for its employees in accordance with the Employment Ordinance (Cap. 57), the Minimum Wage Ordinance (Cap. 608) and the Labour Law of the PRC. For promotion of employees, the Group conducts performance appraisal annually to evaluate overall performance of employees.

The data collected is used to serve as reference in considering promotion. In addition, the Group provides mandatory provident fund in accordance with the Mandatory Provident Fund Ordinance (Cap. 485) to its Hong Kong employees and required social insurance to its PRC employees.

B. 社會方面

僱傭及勞工常規

B1. 僱傭

本集團深信，員工為本集團持續發展及邁向成功之最重要資產。因此，本集團努力吸引及留聘人才，並為其僱員營造安全及平等的工作環境。員工手冊載列本集團有關薪酬及解僱、招聘及晉升、工作時數、假期及其他待遇及福利之條款。

本集團竭力建立多元化及共融的工作環境，禮待及尊重全體僱員。本集團於僱傭各方面提供平等機會，並營造一個不得因資歷、國籍、性別、年齡、婚姻狀態、殘疾、種族、膚色、宗教或性取向而針對任何個人作出歧視或騷擾的工作環境。

薪酬及晉升機遇對留聘及激勵僱員達成本集團的主要目標而言極其重要。本集團根據《僱傭條例》(第57章)、《最低工資條例》(第608章)及《中國勞動法》為僱員提供薪酬。在僱員晉升方面，本集團會每年進行表現評估，以評價僱員的整體表現。

所收集的數據用作評估晉升的參考。此外，本集團根據《強制性公積金計劃條例》(第485章)為其香港僱員提供強制性公積金，並為其中國僱員購買規定的社會保險。

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During the reporting period, the Group was not aware of any non-compliance with the relevant laws and regulations that would have significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare.

As at 31 March 2023, the employee compositions by gender, age group, geographical region, employment category and employment mode were as follows:

於報告期間，本集團概不知悉任何未遵守有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利之相關法律及法規而對本集團產生重大影響之情況。

於二零二三年三月三十一日，按性別、年齡組別、地理區域、僱員類別及僱員模式劃分之僱員組成情況如下：

| Employee compositions | | 2023 | 2022 |
|-------------------------------|----------------|--------------|--------------|
| 僱員組成 | | 二零二三年 | 二零二二年 |
| By gender | 按性別劃分 | | |
| • Male | • 男性 | 74% | 76% |
| • Female | • 女性 | 26% | 24% |
| By age group | 按年齡組別劃分 | | |
| • Age 30 or below | • 30歲或以下 | 12% | 13% |
| • Age 31-40 | • 31-40歲 | 24% | 23% |
| • Age 41-50 | • 41-50歲 | 17% | 17% |
| • Age 51 or above | • 51歲或以上 | 47% | 47% |
| By geographical region | 按地區劃分 | | |
| • Hong Kong | • 香港 | 100% | 100% |
| • PRC | • 中國 | — | — |
| By employment category | 按僱傭類別劃分 | | |
| • Senior management | • 高級管理層 | 9% | 9% |
| • Middle management | • 中級管理層 | 16% | 9% |
| • General staff | • 一般員工 | 75% | 82% |
| By employment mode | 按僱傭模式劃分 | | |
| • Full-time staff | • 全職員工 | 100% | 100% |
| • Part-time staff | • 兼職員工 | — | — |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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During the reporting period, the employee turnover rate by gender, age group and geographical region during the reporting period was as follows:

於報告期間，按性別、年齡組別及地理區域劃分的僱員流失比率如下：

| Employment turnover rate | | 2023 | 2022 |
|---------------------------------|----------------|--------------|--------------|
| 僱傭流失率 | | 二零二三年 | 二零二二年 |
| By gender | 按性別劃分 | | |
| - Male | - 男性 | 42% | 47% |
| - Female | - 女性 | 40% | 45% |
| By age group | 按年齡組別劃分 | | |
| - Aged 30 or below | - 30歲或以下 | 61% | 53% |
| - Aged 31-40 | - 31至40歲 | 34% | 34% |
| - Aged 41-50 | - 41至50歲 | 31% | 40% |
| - Aged 51 or above | - 51歲或以上 | 43% | 54% |
| By geographical region | 按地區劃分 | | |
| - The PRC | - 中國 | - | |
| - Hong Kong | - 香港 | 36% | 47% |
| Overall | 整體 | 36% | 47% |

B2. HEALTH AND SAFETY

The Group places the highest priority on securing health and safety of all its employees. Adhering to the Occupational Safety and Health Ordinance (Cap. 509) and the Law of the PRC on the Prevention and Control of Occupational Disease, the Group strives to minimise workplace accidents and continuously improves workplace safety. The Group has established the “Health and Safety Policy Statement” and the “Safety Management Policy”, covering the Group’s commitment, safety objectives and safety measures in ensuring occupational safety.

B2. 健康與安全

本集團將保障全體僱員之健康與安全放在首位。本集團嚴格遵守《職業安全及健康條例》(第509章)以及《中國職業病防治法》，力求減少工作事故及不斷提升工作環境安全性。本集團已制定「健康與安全政策聲明」及「安全管理政策」，當中載有本集團的承諾、安全目標及安全措施，以確保職業安全。

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Safety education is crucial to ensure that employees are fully understand the safety risks and well-equipped to handle the job duties in a safe manner. All workers on sites are required to attend an induction training on the safety policies of the Group. Depending on work nature, the safety officers are responsible to provide safety briefing regularly to illustrate major safety issues to the workers. Besides, safety reminders and warnings are posted at prominent areas at the sites to enhance the safety awareness of workers.

In addition, safety monitoring is important to identify the potential safety risks. The safety officers, site agents and the Group's clients carry out weekly on-site inspection to identify the existing and potential safety issues. In case any safety issue is noticed, the site agent will implement safety precautions and rectification measures to minimise the risk.

During the reporting period, the Group recorded 2 case (2022: 1 cases) and 0 case (2022: zero case) of work-related injury for the Civil Engineering Services Business and the Media and Advertising Business respectively. The Group did not have any work-related fatality during the year. Besides, the Group was not aware of any non-compliance with the relevant laws and regulations that would have significant impact on the Group in providing a safe and healthy working environment during the reporting period.

對確保僱員充分了解到安全風險並攜備齊全裝備安全地處理工作而言，安全教育乃屬至關重要。施工現場全體工人須就本集團安全政策參加入職培訓。根據工作性質，安全主管須負責提供安全簡報，定期向工人說明主要安全問題。此外，為加強工人的安全意識，於施工現場顯眼地區貼示安全提示及警告。

再者，安全監控對於識別潛在安全隱患而言實屬重要。安全主管、工地主管及本集團客戶每週對施工現場進行檢查，以識別現有及潛在安全隱患。倘發現任何安全問題，工地主管將實施安全預防措施以及整改措施，將工傷風險減至最低。

於報告期間，本集團就土木工程服務業務及媒體及廣告業務分別錄得兩宗（二零二二年：一宗）及零宗（二零二二年：零宗）工傷。本集團於年度內並無發現任何與工作有關的身亡事件。此外，本集團並不知悉任何不遵守相關法律及法規，導致對本集團於報告期間提供安全及健康工作環境造成重大影響。

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B3. DEVELOPMENT AND TRAINING

The Group considers the skills and knowledge of its employees as the key elements of the Group's continued business growth and success. By encouraging employees to participate in training programmes, the Group strives to enhance employees' work performance, personal development and promotion opportunities.

According to the Group's staff handbook, the Group provides internal trainings for employees, including induction training, on-the-job training and professional training. The induction training covers the corporate culture, corporate facilities and regulations such as security and confidentiality. The on-the-job training includes the business knowledge and skills required for specific positions, with the aim to enhance employees' work performance. The Group also encourages employees to attend professional training and obtain relevant certification and license.

For Civil Engineering Services Business, the Group encourages employees to participate in training programmes organised by professional institutes, including Construction Industry Council, Occupational Safety and Health Council, Hong Kong Institute of Construction, Vocational Training Council, etc.

B3. 發展及培訓

本集團認為，其僱員的技能及知識乃本集團業務不斷增長及成功的關鍵因素。通過鼓勵僱員參加培訓課程，本集團努力提升僱員工作表現、個人發展及晉升機會。

根據本集團員工手冊，本集團向僱員提供內部培訓，包括入職培訓、在職培訓及專業培訓。入職培訓涵蓋企業文化、企業設施及監管（如安保及機密）。在職培訓包括指定崗位所需業務知識及技能，旨在提升僱員工作表現。本集團亦鼓勵僱員出席專業培訓，獲取相關證書及牌照。

就土木工程服務業務而言，本集團鼓勵僱員參加建造業議會、職業安全健康局、香港建造學會、職業訓練局等專業機構組織的培訓課程。

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During the reporting period, the percentage of employees trained by gender and employment category was as follows:

於報告期間，按性別及僱傭類別分類的受培訓僱員百分比如下：

| Percentage of employee trained (%) 受培訓僱員百分比(%) | | 2023 二零二三年 | 2022 二零二二年 |
|---------------------------------------------------|----------------|---------------|---------------|
| By gender | 按性別劃分 | | |
| - Male | - 男性 | 10% | 10% |
| - Female | - 女性 | 18% | 17% |
| By employment category | 按僱傭類別劃分 | | |
| - Senior management | - 高級管理層 | 25% | 25% |
| - Middle management | - 中等管理層 | 35% | 45% |
| - General staff | - 一般員工 | 7% | 6% |
| Overall | 整體 | 12% | 12% |

During the reporting period, the detailed breakdown of employees trained (in percentage) and the average training hours completed per employee by gender and employment category was as follows:

於報告期間，按性別及僱傭類別分類的受培訓僱員(百分比)及各僱員完成的平均培訓時數如下：

| Training 培訓 | | Average training hours (hours/employee) 平均培訓時數 (小時/僱員) | | Breakdown of employee trained (%) 受培訓僱員明細(%) | |
|-------------------------------|----------------|-----------------------------------------------------------------|---------------|----------------------------------------------------|---------------|
| | | 2023 二零二三年 | 2022 二零二二年 | 2023 二零二三年 | 2022 二零二二年 |
| By gender | 按性別劃分 | | | | |
| - Male | - 男性 | 1.0 | 1.0 | 63% | 63% |
| - Female | - 女性 | 2.1 | 2.0 | 37% | 37% |
| By employment category | 按僱傭類別劃分 | | | | |
| - Senior management | - 高級管理層 | 2.6 | 2.6 | 19% | 19% |
| - Middle management | - 中等管理層 | 3.6 | 4.7 | 37% | 37% |
| - General staff | - 一般員工 | 0.7 | 0.7 | 44% | 44% |
| Overall | 整體 | 1.2 | 1.2 | 100% | 100% |

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B4. LABOUR STANDARDS

With the implementation of “Labour Standards Policy”, the Group is committed to prohibiting the use of forces and child labour in any part of its business. The Group strictly adheres to the relevant laws and regulations, including the Employment Ordinance (Cap. 57) and the Labour Law of the PRC. As stipulated in the staff handbook, newly recruited employees are required to present their identity documents to Human Resources Department for age verification as prevention of engaging child labour. Besides, all work should be voluntarily performed and should not involve forced labour. Employees are free to leave employment upon giving reasonable notice.

During the reporting period, the Group was not aware of any non-compliance with relevant laws and regulations related to recruitment of child labour or forced labour practices.

B4. 勞工準則

藉著「勞工準則政策」的實行，本集團致力於禁止於其任何業務部分中使用強制勞工及童工。本集團嚴格遵守相關法律及法規，包括《僱傭條例》(第57章)及《中國勞動法》。誠如員工手冊所訂明，新聘僱員須向人力資源部門出示彼等身份證件作年齡核實，防止僱傭童工。此外，所有工作應自願進行，不得涉及強制勞工。僱員於給出合理通知後可離職。

於報告期間，本集團並不知悉任何未遵守有關聘用童工或強制勞工之相關法律及法規之情況。

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OPERATING PRACTICES

B5. SUPPLY CHAIN MANAGEMENT

During the Reporting Period, there were 86 suppliers and all of them were located in Hong Kong. The Group strives to maintain long-term and stable relationships with suppliers and sub-contractors who meet our standards of technical competence, innovation, product quality, reliability and delivery performance, financial soundness, ethics and social responsibility.

The Group has implemented a “Supply Chain Policy” and ensures that its suppliers and sub-contractors meet the Group’s requirement regarding quality, environmental, safety, labour and confidentiality standards. It ensures the production capacity, technology level, quality assurance capabilities, supply capacity, safety and environment management qualifications if needed. Only the highly qualified suppliers/subcontractors complied with regulatory requirements are eligible for the supplier/subcontractor selection by the Group. The Group also carries out regular assessment on suppliers’/subcontractors’ overall capabilities, assets position, nature of business, reputation in the industry, quality of products, goods delivery and compliance with law and regulations. The Group provides technical assistance and supervision to suppliers and sub-contractors for quality assurance and educate them with anti-corruption terms. Meanwhile, the Group encourages any feedback from our suppliers and sub-contractors, which may help the Group in understanding their needs and facilitate us in formulating the future policy.

營運慣例

B5. 供應鏈管理

於報告期間，86名供應商均位於香港。本集團努力維護與可滿足我們技術能力、創新、產品質量、可靠性及交貨情況、財務穩健性、道德與社會責任標準之供應商及分包商之間的長期穩定關係。

本集團已實行「供應鏈政策」，確保其供應商及分包商可滿足本集團有關質量、環境、安全、勞工及機密性標準的要求。其確保生產能力、技術水平、質量保證能力、供應能力、安全及環境管理資格（如需）。只有符合監管要求的高質量供應商／分包商才符合資格供本集團選擇。本集團亦對供應商／分包商的整體能力、資產狀況、業務性質、行業聲譽、產品質量、貨物交付及遵守法律法規情況進行定期評估。本集團向供應商及分包商提供技術支持及監督以確保質量，並對彼等進行反貪污條款教育。同時，本集團鼓勵供應商及分包商提供反饋，這可能有助於本集團了解彼等需求並有利於我們制定未來政策。

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B6. PRODUCT RESPONSIBILITY

Service quality is always of the utmost concern in the Group's operation. The Group continues to provide high-quality and safe services to its clients in order to meet their expectations and enhance their satisfaction. The Group has implemented the "Quality Management Policy", which covers the Group's commitment to enhance the service quality by providing trainings for employees, monitoring the progress and building action plan.

For the Civil Engineering Services Business, the Group's subsidiaries are certified for ISO9001:2008 Quality Management System Standards. To pursue quality construction work, the Group has adopted various quality control procedures, including regular monitoring, inspection and testing at different stage of construction, recording data and controlling non-conforming works. The Group implements project quality plan for each project, covering the specifications, timing of delivery, quality of construction materials and manpower required. The project manager is responsible to ensure the progress is in line with the project quality plan. Besides, the site agent or foreman conducts inspection to ensure the quality of the completed work conforms to the requirements specified in the contract.

The Group is aware of the importance in handling customer information. The Group takes high precaution in ensuring their confidentiality to avoid misuse or leakage of personal data. As stipulated in the Group's Code of Conduct and staff handbook, employees are required to abide by the guidance on prohibiting any unauthorised disclosure of confidential information.

B6. 產品責任

服務質量乃本集團經營的日常關注所向。本集團一直向其客戶提供高質量安全服務，以達致彼等期望，提升彼等滿意度。本集團已實行「質量管理政策」，政策包括本集團致力於通過向僱員提供培訓、監控進程及制定行動計劃，提高服務質量。

就土木工程服務業務而言，本集團附屬公司已獲ISO9001:2008質量管理體系標準認證。為追求優質建築工程，本集團已採取多項質量控制程序，包括於建築不同階段進行定期監察、檢查及測試，記錄數據及監控非標準工作。本集團為每個項目實施項目質量計劃，涵蓋規格、交付時間、建築材料質量以及所需人力。項目主管須負責確保進程與項目質量計劃一致。此外，工地主管或工頭進行檢查，確保竣工工程質量符合合約規定要求。

本集團了解處理客戶資料的重要性。本集團採取高度預防措施，確保彼等機密性，避免個人數據誤用或洩露。誠如本集團行為守則及員工手冊所訂明，僱員須遵守指引，防止任何保密資料出現未經授權披露。

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In addition, the Group does not make false claims regarding the service provided. Besides, we respect intellectual rights and purchase products and services from authorised suppliers and copyright holders.

The Group is in strict compliance with the relevant laws and regulations, including the Personal Data (Privacy) Ordinance (Cap. 486), the Copyright Ordinance (Cap. 528) and the Copyright Law of the PRC. During the reporting period, the Group did not receive any complaint related to the services provided. The Group was not aware of any non-compliance with relevant laws and regulations relating to health and safety, advertising, labelling and privacy matters during the reporting period.

B7. ANTI-CORRUPTION

The Group is committed to upholding the high standards of business ethics and integrity. Abiding to the Prevention of Bribery Ordinance (Cap. 201) and the Criminal Law of the PRC, the Group has incorporated its requirement towards anti-corruption into the Code of Conduct. All employees should decline an offer of advantage if acceptance of it could affect their objectivity in conducting the Group's business. Employee who violates the Code of Conduct after investigation will be subject to disciplinary actions, including termination of employment. The Group will also report the case to relevant legal authorities.

The Group's "Whistle-blowing Policy" encourages and enables employees to report on observed and suspected non-compliance and questionable practice by mail, email or phone. The Group treats all disclosures in a confidential and sensitive manner to reasonably protect whistle blowers against intimidation and reprisal.

此外，本集團並無就所提供服務作出虛假聲明。再者，我們尊重知識產權，並向授權供應商及版權持有人購買產品及服務。

本集團嚴格遵守相關法律及法規，包括《個人資料(私隱)條例》(第486章)、《版權條例》(第528章)及《中國版權法》。於報告期間，本集團並無收到任何有關所提供服務的投訴。於報告期間，本集團並不知悉任何未遵守有關健康與安全、廣告、標籤及隱私事項之相關法律及法規。

B7. 反貪污

本集團致力於維持高水平的商業道德及誠信標準。本集團遵守《防止賄賂條例》(第201章)以及《中國刑法》，將其有關反貪污的規定納入行為守則當中。倘僱員所接受利益將影響其於進行本集團業務過程中保持客觀性，則一律不得接受。倘經調查後，僱員被發現違反行為守則，則視乎情況接受紀律處分，包括解聘。本集團亦將向相關執法部門作出報告。

本集團「舉報政策」鼓勵僱員且使僱員能夠通過郵件、電郵或電話方式報告所發現及懷疑違規及可疑行為。本集團將保密審慎處理所有舉報，以合理保護舉報者免受恐嚇及威脅。

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The Group plans to host regular trainings delivered by representatives from regulators and professionals to all Directors and employees in regards to anti-corruption policies and procedures so to maintain employees' awareness on anti-corruption best practices.

During the reporting period, no legal case regarding corrupt practices was brought against the Group. The Group was not aware of any non-compliance with the relevant laws and regulations that would have significant impact on the Group relating to bribery, extortion, fraud and money laundering during the reporting period.

本集團計劃定期舉行由監管機構及專業人士代表向全體董事及僱員進行有關反貪污政策及程序的培訓，以保持僱員對反貪污的意識及做法。

於報告期間，概無發生針對本集團提出涉及貪污的法律案件。於報告期間，本集團並不知悉任何違反對本集團造成重大影響的有關賄賂、勒索、欺詐及洗黑錢之相關法律及法規的情況。

| Anti-corruption training | 反貪污培訓 | 2023 | 2022 |
|----------------------------------------------|----------------|--------------|--------------|
| | | 二零二三年 | 二零二二年 |
| Number of employees received training | 受培訓僱員人數 | | |
| • Board of directors | • 董事會 | 8 | 8 |
| • Senior management | • 高級管理層 | 15 | 10 |
| • Middle management | • 中等管理層 | 18 | 13 |
| • General staff | • 一般員工 | 42 | 47 |
| Total employees | 總員工人數 | 83 | 78 |
| Number of training hours | 培訓時數 | | |
| • Board of directors | • 董事會 | 16 | 16 |
| • Senior management | • 高級管理層 | 30 | 20 |
| • Middle management | • 中等管理層 | 36 | 26 |
| • General staff | • 一般員工 | 63 | 70 |
| Total training hours | 總培訓時數 | 145 | 132 |

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COMMUNITY

B8. COMMUNITY INVESTMENT

As a socially responsible enterprise, the Group is constantly aware of the community needs and strives to bring a positive impact on community development. The Group encourages and supports community development initiatives to enhance social benefits such as environment, health and education. Besides, the Group encourages its employees to dedicate their time and skills to supporting local communities.

In 2022, the Group supports community development by cash donation. The table below summarises the cash donated by the Group to different charities during the reporting period:

| Name of Charities 慈善機構名稱 | Donation Amount 捐贈金額 |
|------------------------------------------------------------|----------------------------|
| Construction Charity Fund Integrated Service Centre Ltd | 香港建造業關愛中心有限公司 110,000 |

社區

B8. 社區投資

作為一間肩負社會責任的企業，本集團持續了解社區需求，並致力於為社區發展帶來正面影響。本集團鼓勵及支持社區發展舉措，以提升環境、健康及教育等方面的社會效益。此外，本集團鼓勵其僱員投入時間及技能支持當地社區。

於二零二二年，本集團透過現金捐贈支持社區發展。下表概述本集團於報告期間內向不同慈善機構作出之現金捐贈：

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主要範疇、層面、一般披露及關鍵績效指標

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A1：排放物

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「排放物」

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KPI A1.1

The types of emissions and respective emissions data

關鍵績效指標

排放物種類及相關排放數據

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“Emissions – Air Pollutant Emissions”

「排放物－空氣污染排放物」

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KPI A1.2

Greenhouse gas emissions in total and, where appropriate, intensity

關鍵績效指標

溫室氣體總排放量及(如適用)密度

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“Emissions – Greenhouse Gas Emission”

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KPI A1.3

Total hazardous waste produced and, where appropriate, intensity

關鍵績效指標

所產生有害廢棄物總量及(如適用)密度

A1.3

Not applicable to the Group’s business.

不適用於本集團業務。

N/A

不適用

KPI A1.4

Total non-hazardous waste produced and, where appropriate, intensity

關鍵績效指標

所產生無害廢棄物總量及(如適用)密度

A1.4

“Emissions – Hazardous and Non-hazardous Wastes”

「排放物－有害及無害廢棄物」

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| KPI A2.1 | Direct and/or indirect energy consumption by type in total and intensity | “Use of Resources – Energy” | 112 |
| 關鍵績效指標 A2.1 | 按類型劃分的直接及／或間接能源總耗量及密度 | 「資源利用—能源」 | |
| KPI A2.2 | Water consumption in total and intensity | “Use of Resources – Water” | 113 |
| 關鍵績效指標 A2.2 | 總耗水量及密度 | 「資源利用—水」 | |
| KPI A2.3 | Description of energy use efficiency initiatives and results achieved | “Use of Resources – Energy” | 112 |
| 關鍵績效指標 A2.3 | 描述能源使用效益計劃及所得成果 | 「資源利用—能源」 | |

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| KPI A2.4 | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved | “Use of Resources – Water” | 113 |
| 關鍵績效指標 A2.4 | 描述求取適用水源上可有任何問題，以及提升用水效益計劃及所得成果 | 「資源利用—水」 | |
| KPI A2.5 | Total packaging material used for finished products and, if applicable, with reference to per unit produced | Not applicable to the Group’s business. | N/A |
| 關鍵績效指標 A2.5 | 製成品所用包裝材料的總量及(如適用)每生產單位估量 | 不適用於本集團業務。 | 不適用 |
| A3: The Environment and Natural Resources | | | |
| A3：環境及天然資源 | | | |
| General Disclosure | | “The Environment and Natural Resources” | 113 |
| 一般披露 | | 「環境及天然資源」 | |
| KPI A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them | “The Environment and Natural Resources” | 114 |
| 關鍵績效指標 A3.1 | 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動 | 「環境及天然資源」 | |

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A4: Climate Change

A4：氣候變化

General Disclosure

一般披露

“Climate Change”
「氣候變化」

115-121

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”

122-137

關鍵績效指標
A4.1

描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動

「氣候變化」

B. Social

B. 社會

Employment and Labour Practices

僱傭及勞工常規

B1: Employment

B1：僱傭

General Disclosure

一般披露

“Employment”
「僱傭」

138

KPI B1.1

Total workforce by gender, employment type, age group and geographical region

“Employment”

139

關鍵績效指標
B1.1

按性別、僱傭類型、年齡組別及地區劃分的僱員總數

「僱傭」

KPI B1.2

Employee turnover rate by gender, age group and geographical region

“Employment”

140

關鍵績效指標
B1.2

按性別、年齡組別及地區劃分的僱員流失比率

「僱傭」

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B2: Health and safety

B2：健康與安全

General Disclosure

一般披露

KPI B2.1 Number and rate of work-related fatalities

關鍵績效指標 因工作關係而死亡的人數及比率

B2.1

KPI B2.2 Lost days due to work injury

關鍵績效指標 因工傷損失工作日數

B2.2

KPI B2.3 Description of occupational health and safety measures adopted, how they are implemented and monitored

關鍵績效指標 描述所採納的職業健康與安全措施，以及相關

B2.3

執行及監察方法

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“Health and Safety”

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“Health and Safety”

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| B3: Development and Training B3：發展及培訓 | | | |
| General Disclosure 一般披露 | | “Development and Training” 「發展及培訓」 | 142 |
| KPI B3.1 關鍵績效指標 B3.1 | The percentage of employee trained by gender and employee category 按性別及僱員類別劃分的受訓僱員百分比 | “Development and Training” 「發展及培訓」 | 143 |
| KPI B3.2 關鍵績效指標 B3.2 | The average training hours completed per employee by gender and employee category 按性別及僱員類別劃分，每名僱員完成受訓的平均時數 | “Development and Training” 「發展及培訓」 | 143 |
| B4: Labour Standards B4：勞工準則 | | | |
| General Disclosure 一般披露 | | “Labour Standards” 「勞工準則」 | 144 |
| KPI B4.1 關鍵績效指標 B4.1 | Description of measures to review employment practices to avoid child and forced labour 描述檢討招聘慣例的措施以避免童工及強制勞工 | “Labour Standards” 「勞工準則」 | 144 |
| KPI B4.2 關鍵績效指標 B4.2 | Description of steps taken to eliminate such practices when discovered 描述在發現違規情況時消除有關情況所採取的步驟 | The Group current does not report on this indicator. 本集團目前並無就此指標進行報告。 | N/A 不適用 |

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Operating Practices
營運慣例

B5: Supply Chain Management
B5：供應鏈管理

General Disclosure
一般披露

“Supply Chain Management”
「供應鏈管理」

145

KPI B5.1 Number of suppliers by geographical region
關鍵績效指標 按地區劃分的供應商數目
B5.1

“Supply Chain Management”
「供應鏈管理」

145

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”

145

關鍵績效指標 描述有關聘用供應商的慣例、執行有關慣例的
B5.2 供應商數目、以及有關慣例的執行及監察方法 「供應鏈管理」

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| B6: Product Responsibility B6：產品責任 | | | |
| General Disclosure 一般披露 | | “Product Responsibility” 「產品責任」 | 146 |
| KPI B6.1 關鍵績效指標 B6.1 | Percentage of total products sold or shipped subject to recalls for safety and health reasons 已售或已運送產品總數中因安全與健康理由而須回收的百分比 | Not applicable to the Group’s business. 不適用於本集團業務。 | N/A 不適用 |
| KPI B6.2 關鍵績效指標 B6.2 | Number of products and service related complaints received and how they are dealt with 接獲關於產品及服務的投訴數目以及應對方法 | No complaint related to the service provided was received. 概無接獲有關所提供服務之投訴。 | 147 |
| KPI B6.3 關鍵績效指標 B6.3 | Description and practices relating to observing and protecting intellectual property rights 描述與維護及保障知識產權有關的慣例 | “Product Responsibility” 「產品責任」 | 147 |
| KPI B6.4 關鍵績效指標 B6.4 | Description of quality assurance process and recall procedures 描述質量檢定過程及產品回收程序 | “Product Responsibility” 「產品責任」 | 146 |
| KPI B6.5 關鍵績效指標 B6.5 | Description of consumer data protection and privacy policies, how they are implemented and monitored 描述消費者資料保障及私隱政策，以及相關執行及監察方法 | “Product Responsibility” 「產品責任」 | 146 |

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B7: Anti-corruption

B7：反貪污

General Disclosure

一般披露

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 case

關鍵績效指標

B7.1

於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果

KPI B7.2

Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored

關鍵績效指標

B7.2

描述防範措施及舉報程序，以及相關執行及監察方法

Community

社區

B8: Community Investment

B8：社區投資

General Disclosure

一般披露

KPI B8.1

Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport)

關鍵績效指標

B8.1

專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)

KPI B8.2

Resources contributed (e.g. money or time) to the focus area

關鍵績效指標

B8.2

在專注範疇所動用資源(如金錢或時間)

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“Anti-corruption”
「反貪污」

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No legal case regarding corrupt practices was brought against the Group.

N/A

概無對本集團就貪污行為提出起訴之法律案件。

不適用

“Anti-corruption”

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「反貪污」

“Community Investment”
「社區投資」

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“Community Investment”

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「社區投資」

“Community Investment”

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「社區投資」

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



國衛會計師事務所有限公司
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TO THE MEMBERS OF CNC HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of CNC Holdings Limited and its subsidiaries (collectively referred to as “**the Group**”) set out on pages 165 to 298, which comprise the consolidated statement of financial position as at 31 March 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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.

致中國新華電視控股有限公司之股東

(於開曼群島註冊成立之有限公司)

不發表意見

本行已獲委聘審核列載於第165至298頁中國新華電視控股有限公司及其附屬公司(統稱「**貴集團**」)之綜合財務報表，綜合財務報表包括於二零二三年三月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策概要)。

吾等並不就 貴集團之綜合財務報表發表意見。由於如吾等之報告不發表意見基準一節所述事項之重要性，吾等未能取得足夠且適當之審核憑證為審核該等綜合財務報表提供意見基礎。在所有其他方面，吾等認為綜合財務報表已根據香港公司條例之披露規定妥善編製。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

Material uncertainties relating to the going concern basis

As stated in Note 3c to the consolidated financial statements, the Group incurred a net loss of approximately HK\$9,457,000 during the year ended 31 March 2023 and as of that date, the Group's net current liabilities and net liabilities amounted to approximately HK\$370,510,000 and HK\$394,806,000 respectively. In addition, included in the Group's liabilities as at 31 March 2023 were: i) convertible notes of principal amount of HK\$257,030,000 (the "**Convertible Notes**") and interests thereon of approximately HK\$74,226,000 (the "**Convertible Notes Interest**") in respect of which the Group was in default in settlement; ii) amount due to a substantial shareholder of HK\$24,587,000 (the "**On Demand Debt**") which was repayable on demand; and iii) promissory notes of amount of HK\$40,429,000 and interest thereon of approximately HK\$6,777,000 which are due for repayment in the next twelve months after the date of approval of these consolidated financial statements (the "**Promissory Notes**"). These events and conditions, along with other matters as set forth in Note 3c, indicate that material uncertainties existed as at 31 March 2023 that cast significant doubts on the Group's ability to continue as a going concern.

不發表意見基準

有關持續經營的重大不確定因素

誠如綜合財務報表附註3c所述，貴集團於截至二零二三年三月三十一日止年度錄得淨虧損約9,457,000港元，且截至該日，貴集團的流動負債淨額及負債淨額分別約為370,510,000港元及394,806,000港元。此外，貴集團於二零二三年三月三十一日的負債包括(i) 貴集團尚未償還的本金為257,030,000港元的可換股票據（「可換股票據」）及其利息約74,226,000港元（「可換股票據利息」）；(ii)應付一名主要股東款項24,587,000港元（「按要求償還債務」）為須按要求償還；及(iii)金額為40,429,000港元的承兌票據及其利息約6,777,000港元，並將於該等綜合財務報表獲批准日期後未來十二個月內到期償還（「承兌票據」）。該等事件及情況連同附註3c所載的其他事項表明，於二零二三年三月三十一日存在重大不確定性，導致對貴集團繼續持續經營之能力產生重大疑慮。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

The Directors have assessed the Group's ability to continue as a going concern and are undertaking measures to improve the Group's liquidity and financial position and enable the Group to meet its liabilities as and when they fall due. These plans for future actions in relation to the going concern assessment, which are set out in Note 3c to the consolidated financial statements, include: (i) management is endeavoring to improve the Group's operating results and cash flows through cost control measures and will focus on the existing business of the Group; (ii) the Company has entered into conditional agreement with Mr. Kan, a shareholder of the Company, for the allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share for a total consideration of approximately HK\$20,000,000; (iii) the Company has entered into conditional agreement with the holder of the Convertible Notes, which is also a substantial shareholder of the Company, for the amendments of certain terms of the Convertible Notes in relation to, among others, the amendment of interest rate from 3% to 0.8% per annum and the extension of the maturity date of the Convertible Notes to 9 December 2025; (iv) the Company has entered into a conditional agreement to issue new convertible notes in the principal amount of approximately HK\$64,128,000 to set off the Convertible Notes Interest; (v) the Company has entered into a conditional agreement to issue new convertible notes in the principal amount of HK\$16,240,000 to set off part of the outstanding balance of the On Demand Debt; (vi) the Company is negotiating with its promissory notes holder to extend the repayment dates of principal and the interest amounts accrued on the Promissory Notes and (vii) Mr. Kan has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements and also granted a loan facility up to HK\$60,000,000 to the Group to maintain the going concern of the Company.

The validity of the preparation of the consolidated financial statements on going concern basis depends on the successful eventual outcome of the above mentioned plans and measures, which are inherently uncertain and as at the date of this report cannot be ascertained with reasonable certainty and are still subject to multiple uncertainties.

董事已評估 貴集團繼續持續經營的能力，並採取措施改善 貴集團的流動資金及財務狀況，使 貴集團可於債務到期時償還債務。該等與持續經營評估有關的未來行動計劃載於綜合財務報表附註3c，其中包括：(i)管理層正致力透過成本控制措施改善 貴集團的經營業績及現金流量，並將專注於 貴集團的現有業務；(ii) 貴公司已與 貴公司股東簡先生訂立有條件協議，按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份，總代價約為20,000,000港元；(iii) 貴公司已與可換股票據持有人（亦為 貴公司主要股東）訂立有條件協議，以修訂可換股票據的若干條款，內容有關（其中包括）將年利率由3%修訂為0.8%及延長可換股票據的到期日至二零二五年十二月九日；(iv) 貴公司已訂立有條件協議，發行本金額為約64,128,000港元的新可換股票據，以抵銷可換股票據利息；(v) 貴公司已訂立有條件協議，發行本金額為16,240,000港元的新可換股票據，以抵銷部分按要求償還債務的尚未償還結餘；(vi) 貴公司正與承兌票據持有人磋商延長承兌票據本金及應計利息的償還日期；及(vii)簡先生已確認將根據相關法律及監管規定以合理方式向 貴集團提供財務支持，並向 貴集團授出貸款融資最多60,000,000港元，以維持 貴公司的持續經營。

按持續經營基準編製綜合財務報表之有效性取決於上述計劃及措施之最終結果是否圓滿，而該結果本身存在不確定性，且於本報告日期無法以合理確定因素予以確定，並受多項不確定因素規限。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告

Should the Group fail to achieve successful outcomes from the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net recoverable amounts, to provide for any further liabilities that may 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 the consolidated financial statements.

We have not been provided with sufficient appropriate audit evidence to conclude on the appropriateness of management's use of the going concern basis of accounting in the preparation of the consolidated financial statements because of the lack of detailed analyses provided by management in relation to its plans and measures for future actions in its going concern assessment which take into account the uncertainty of outcome of these plans and measures and how variability in outcome would affect the future cash flows of the Group. Any adjustments found to be required may have consequential significant effects on the consolidated net liabilities of the Group as at 31 March 2023 and the consolidated loss and other comprehensive loss and cash flows of the Group for the year ended 31 March 2023, and the related elements and disclosures thereof presented or disclosed in the consolidated financial statements.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

倘 貴集團未能因上述計劃及措施獲得圓滿結果，其可能無法繼續按持續基準營運，則須作出調整以將 貴集團資產之賬面值撇減至其可收回淨額，就可能產生之任何未來負債計提撥備以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整之影響並未於綜合財務報表中反映。

我們未獲提供充足及適當之審核憑證來推斷管理層在編製綜合財務報表時已使用持續經營會計基礎是否恰當，此乃由於管理層在持續經營評估中缺乏對未來行動計劃及措施之詳細分析，而有關分析考慮到該等計劃及措施結果的不確定性以及結果的變化將如何影響 貴集團的未來現金流量。倘發現需要作出任何調整，可能會對 貴集團於二零二三年三月三十一日之綜合負債淨額及 貴集團截至二零二三年三月三十一日止年度之綜合虧損及其他全面虧損及現金流量以及其於綜合財務報表中呈列或披露之相關因素及披露產生重大影響。

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的呈報，及落實董事認為就編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告

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

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

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to form an audit 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"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

於編製綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及採用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或除此之外並無其他實際可行的辦法。

審核委員會須負責監督 貴集團的財務申報程序。

核數師就審核綜合財務報表須承擔的責任

本行的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有本行意見的核數師報告。本行僅向 閣下報告，不作其他用途。本行概不就本報告內容向任何其他人士承擔或負上任何責任。然而，誠如本報告不發表意見基準一節所述，吾等無法就此等綜合財務報表發表審核意見。

根據香港會計師公會的專業會計師道德守則（「守則」），吾等獨立於 貴集團，且吾等乃根據守則履行吾等的其他道德責任。

INDEPENDENT AUDITORS' REPORT 獨立核數師報告

The engagement director on the audit resulting in this independent auditors' report is Shek Lui.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Shek Lui

Practising Certificate Number: P05895

Hong Kong, 16 November 2023

出具本獨立核數師報告的審核項目董事為石磊。

國衛會計師事務所有限公司

執業會計師

石磊

執業證書編號：P05895

香港，二零二三年十一月十六日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

| | | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-------------------------------------------------------------------------------|---------------------------|----|----------------------------------|----------------------------------|
| Revenue | 收益 | 6 | 496,457 | 408,175 |
| Cost of services | 服務成本 | | (493,037) | (417,531) |
| Gross profit/(loss) | 毛利／(損) | | 3,420 | (9,356) |
| Other income | 其他收入 | 7 | 4,603 | 4,487 |
| Other gains/(losses), net | 其他收益／(虧損) 淨額 | 8 | 7,435 | (453) |
| Selling and distribution expenses | 銷售及分銷開支 | | - | (770) |
| Administrative and operating expenses | 行政及經營開支 | | (15,181) | (17,452) |
| Impairment loss on property, plant and equipment | 物業、廠房及設備 減值虧損 | 18 | - | (1,517) |
| Change in fair value of financial assets at fair value through profit or loss | 透過損益按公平值入賬之 金融資產之公平值變動 | | - | 3,575 |
| Profit/(loss) from operations | 營運溢利／(虧損) | 10 | 277 | (21,486) |
| Finance costs | 融資成本 | 12 | (13,183) | (20,573) |
| Loss before income tax | 除所得稅前虧損 | | (12,906) | (42,059) |
| Income tax | 所得稅 | 15 | 3,449 | (93) |
| Loss for the year | 年內虧損 | | (9,457) | (42,152) |
| Other comprehensive (loss)/income | 其他全面(虧損)／收益 | | | |
| <i>Items that may be reclassified subsequently to profit or loss</i> | <i>其後可重新分類至 損益之項目</i> | | | |
| Exchange differences on translating foreign operations | 換算境外業務之匯兌差額 | | (41) | 37 |
| Total comprehensive loss for the year | 年內全面虧損總額 | | (9,498) | (42,115) |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

| | | Notes 附註 | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--------------------------------------------------------------|-----------------------|-------------|----------------------------------|----------------------------------|
| Loss for the year attributable to: | 下列人士應佔年內虧損： | | | |
| – Owners of the Company | – 本公司擁有人 | | (9,440) | (41,729) |
| – Non-controlling interest | – 非控股權益 | | (17) | (423) |
| | | | <u>(9,457)</u> | <u>(42,152)</u> |
| Total comprehensive loss for the year attributable to | 下列人士應佔年內全面虧損總額 | | | |
| – Owners of the Company | – 本公司擁有人 | | (9,481) | (41,692) |
| – Non-controlling interest | – 非控股權益 | | (17) | (423) |
| | | | <u>(9,498)</u> | <u>(42,115)</u> |
| Loss per share attributable to owners of the Company | 本公司擁有人應佔每股虧損 | | | |
| – Basic and diluted (HK cents) | – 基本及攤薄 (港仙) | 17 | <u>(0.23)</u> | <u>(1.03)</u> |

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2023 於二零二三年三月三十一日

| | | Notes 附註 | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------------------|-----------------|-------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 18 | 16,635 | 17,922 |
| Right-of-use assets | 使用權資產 | 19 | 11,465 | 3,975 |
| | | | 28,100 | 21,897 |
| Current assets | 流動資產 | | | |
| Trade and other receivables | 貿易及其他應收款項 | 21 | 124,647 | 124,266 |
| Contract assets | 合約資產 | 22 | 41,177 | 24,758 |
| Cash and cash equivalents | 現金及現金等價物 | 23 | 51,619 | 42,560 |
| | | | 217,443 | 191,584 |
| Total assets | 總資產 | | 245,543 | 213,481 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 貿易及其他應付款項 | 24 | 229,928 | 217,335 |
| Contract liabilities | 合約負債 | 22 | 88,790 | 65,228 |
| Lease liabilities | 租賃負債 | 25 | 5,558 | 2,648 |
| Promissory note | 承兌票據 | 27 | - | 44,949 |
| Convertible notes | 可換股票據 | 28 | 257,030 | 257,030 |
| Employee benefits | 僱員福利 | 26 | 6,514 | 7,590 |
| Tax payable | 應付稅項 | | 133 | 807 |
| | | | 587,953 | 595,587 |
| Net current liabilities | 流動負債淨額 | | (370,510) | (404,003) |
| Total assets less current liabilities | 總資產減流動負債 | | (342,410) | (382,106) |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2023 於二零二三年三月三十一日

| | | Notes 附註 | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--------------------------------|--------------|-------------|----------------------------------|----------------------------------|
| Non-current liabilities | 非流動負債 | | | |
| Interest payables | 應付利息 | 24 | 6,777 | — |
| Lease liabilities | 租賃負債 | 25 | 2,907 | 1,221 |
| Promissory note | 承兌票據 | 27 | 40,429 | — |
| Deferred tax liabilities | 遞延稅項負債 | 29 | 2,283 | 1,981 |
| | | | 52,396 | 3,202 |
| Total liabilities | 總負債 | | 640,349 | 598,789 |
| Net liabilities | 負債淨額 | | (394,806) | (385,308) |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 30 | 4,055 | 4,055 |
| Reserves | 儲備 | | (400,332) | (390,851) |
| | | | (396,277) | (386,796) |
| Non-controlling interests | 非控股權益 | | 1,471 | 1,488 |
| Total equity | 總權益 | | (394,806) | (385,308) |

The consolidated financial statements were approved and authorised for issue by the board of directors on 16 November 2023 and are signed on its behalf by:

董事會已於二零二三年十一月十六日批准及授權刊發綜合財務報表，並由下列人士代表董事會簽署：

Jiang Yan

姜岩

Director

董事

Li Yong Sheng

李永升

Director

董事

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

| | | Share capital | Share premium* | Capital reserves* | Convertible notes equity reserves* | Foreign currency translation reserves* | Other reserves* | Accumulated losses* | Total | Non controlling interest | Total equity |
|----------------------------------------------------------------|------------------------|---------------|----------------|-------------------|------------------------------------|----------------------------------------|-----------------|---------------------|-----------|--------------------------|--------------|
| | | 股本 | 股份溢價* | 資本儲備* | 權益儲備* | 外幣換算儲備* | 其他儲備* | 累計虧損* | 總計 | 非控股權益 | 總權益 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | (note 30) | (note 31) | (note 31) | (note 28) | (note 31) | (note 31) | (note 31) | (note 31) | (note 31) | (note 31) |
| | | (附註30) | (附註31) | (附註31) | (附註28) | (附註31) | (附註31) | (附註31) | (附註31) | (附註31) | (附註31) |
| At 31 March 2021 | 於二零二一年三月三十一日 | 4,055 | 1,238,195 | 2,758 | 14,400 | (1,720) | 41,214 | (1,644,006) | (345,104) | 1,911 | (343,193) |
| Loss for the year | 年內虧損 | - | - | - | - | - | - | (41,729) | (41,729) | (423) | (42,152) |
| Other comprehensive income for the year, net of tax: | 年內其他全面虧損，扣除稅項： | | | | | | | | | | |
| Items that may be reclassified subsequently to profit or loss: | 其後可重新分類至損益之項目： | | | | | | | | | | |
| Exchange differences on translating foreign operations | 換算境外業務之匯兌差額 | - | - | - | - | 37 | - | - | 37 | - | 37 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | 37 | - | (41,729) | (41,692) | (423) | (42,115) |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及二零二二年四月一日 | 4,055 | 1,238,195 | 2,758 | 14,400 | (1,683) | 41,214 | (1,685,735) | (386,796) | 1,488 | (385,308) |
| Loss for the year | 年內虧損 | - | - | - | - | - | - | (9,440) | (9,440) | (17) | (9,457) |
| Other comprehensive loss for the year, net of tax: | 年內其他全面虧損，扣除稅項： | | | | | | | | | | |
| Items that may be reclassified subsequently to profit or loss: | 其後可重新分類至損益之項目： | | | | | | | | | | |
| Exchange differences on translating foreign operations | 換算境外業務之匯兌差額 | - | - | - | - | (41) | - | - | (41) | - | (41) |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | (41) | - | (9,440) | (9,481) | (17) | (9,498) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 4,055 | 1,238,195 | 2,758 | 14,400 | (1,724) | 41,214 | (1,695,175) | (396,277) | 1,471 | (394,806) |

* The aggregate amount of these balances of approximately HK\$400,332,000 in deficit (2022: approximately HK\$390,851,000) was included as reserves in the consolidated statement of financial position as at 31 March 2023.

* 於二零二三年三月三十一日，該等結餘之虧絀總額約為400,332,000港元（二零二二年：約390,851,000港元）已計入綜合財務狀況表內為儲備。

The accompanying notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

| | Notes 附註 | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------|----------------------------------|
| Cash flows from operating activities | 經營活動產生之現金流量 | | |
| Loss before income tax | | (12,906) | (42,059) |
| Adjustment for: | 調整： | | |
| Gain on modification of promissory note | 承兌票據修訂收益 | (6,722) | - |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 7,353 | 10,767 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 3,564 | 545 |
| Net gains on disposal of property, plant and equipment | 出售物業、廠房及設備之收益淨額 | (1,217) | (453) |
| Finance costs | 融資成本 | 13,183 | 20,573 |
| Change in fair value of financial assets at fair value through profit or loss | 透過損益按公平值入賬之金融資產之公平值變動 | - | (3,575) |
| Net loss on termination of lease | 終止租賃的虧損淨額 | 237 | - |
| Interest income | 利息收入 | (14) | (82) |
| Exchange gain, net | 匯兌收益淨額 | (2) | (3) |
| Allowance for expected credit losses recognised for trade receivables, net | 就貿易應收款項確認之預期信貸虧損撥備，淨額 | 83 | 707 |
| (Reversal of)/allowance for expected credit losses recognised for other receivables and deposits, net | 就其他應收款項及按金確認之預期信貸虧損(撥回)/撥備，淨額 | (122) | 53 |
| Allowance for expected credit losses recognised for contract assets, net | 就合約資產確認之預期信貸虧損撥備，淨額 | 308 | 149 |
| Impairment loss on property, plant and equipment | 物業、廠房及設備減值虧損 | - | 1,517 |
| Operating cash flows before movements in working capital | 營運資本變動前之經營現金流量 | 3,745 | (11,861) |
| Increase in trade and other receivables | 貿易及其他應收款項增加 | (367) | (56,310) |
| Increase in contract assets | 合約資產增加 | (16,727) | (14,499) |
| Increase in trade and other payables | 貿易及其他應付款項增加 | 8,766 | 55,722 |
| Increase in contract liabilities | 合約負債增加 | 23,562 | 2,615 |
| (Decrease)/increase in employee benefits | 僱員福利(減少)/增加 | (1,076) | 1,952 |
| Cash generated from/(used in) operations | 經營所得/(所用)之現金 | 17,903 | (22,381) |
| Income tax refund/(paid) | 已退回/(已付)所得稅 | 3,077 | (471) |
| Net cash generated from/(used in) operating activities | 經營活動所得/(所用)現金淨額 | 20,980 | (22,852) |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

| | Notes 附註 | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|---------------------------------------------------------------------------------|-----------------------------|----------------------------------|----------------------------------|
| Cash flows from investing activities | 投資活動產生之現金流量 | | |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備之所得款項 | 1,740 | 929 |
| Purchase of property, plant and equipment | 購買物業、廠房及設備 | (6,589) | (6,518) |
| Proceeds from disposal of financial assets at fair value through profit or loss | 出售透過損益按公平值入賬之金融資產之所得款項 | - | 8,375 |
| Interest received | 已收利息 | 14 | 82 |
| Net cash (used in)/generated from investing activities | 投資活動(所用) / 所得現金淨額 | (4,835) | 2,868 |
| Cash flows from financing activities | 融資活動產生之現金流量 | | |
| Repayment of lease liabilities | 償還租賃負債 | (7,047) | (4,279) |
| Net cash used in financing activities | 融資活動所用現金淨額 | (7,047) | (4,279) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等價物增加 / (減少) 淨額 | 9,098 | (24,263) |
| Cash and cash equivalents at the beginning of the year | 年初現金及現金等價物 | 42,560 | 66,743 |
| Effects of foreign exchange rate changes | 匯率變動之影響 | (39) | 80 |
| Cash and cash equivalents at the end of the year | 年末現金及現金等價物 | 51,619 | 42,560 |

The accompany notes form an integral part of these consolidated financial statements.

隨附之附註為此等綜合財務報表之一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

1. GENERAL

The Company was incorporated in the Cayman Islands on 15 March 2010 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The registered office and principal place of business of the Company are located at the offices of Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands and Flat 314, 3/F., Fuk Shing Commercial Building, 28 On Lok Mun Street, Fanling, New Territories respectively. Its substantial shareholder is China Xinhua News Network Co., Limited (“**China Xinhua NNC**”), a private limited company incorporated in Hong Kong and wholly-owned by 中國新華新聞電視網有限公司 (“**CNC China**”) (a company incorporated in the PRC), which owns 29.31% of the issued share capital of the Company.

The Shares of the Company were listed on GEM of the Stock Exchange on 30 August 2010.

The principal activities of the Company are investment holding. The principal activities of its subsidiaries are the provision of civil engineering services for the public sector in Hong Kong.

1. 一般資料

本公司於二零一零年三月十五日根據開曼群島第22章公司法（一九六一年法例3，經綜合及修訂）於開曼群島註冊成立為獲豁免有限責任公司。本公司之註冊辦事處及主要營業地點分別為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands及新界粉嶺安樂門街28號福成商業大廈3樓314室。其主要股東為中國新華新聞電視網有限公司（「**中國新華新聞電視網**」），一間於香港註冊成立的私人有限公司，其由中國新華新聞電視網有限公司（「**中國新華新聞電視網（中國）**」）（一間於中國註冊成立的公司）全資擁有，中國新華新聞電視網擁有本公司已發行股本之29.31%。

本公司股份於二零一零年八月三十日於聯交所GEM上市。

本公司之主要業務為投資控股。其附屬公司之主要業務則為在香港為公營部門提供土木工程服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

2.1 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 Accountant (“HKICPA”) for the first time, which are mandatorily effective for their annual reporting period commencing 1 April 2022 for the preparation of 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 |
| Amendments to Accounting Guideline 5 | Merger Accounting to Common Control Combinations |

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. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本

2.1 於本年度強制生效之香港財務報告準則修訂本

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈的以下強制生效的經修訂香港財務報告準則以編製綜合財務報表，首次應用於二零二二年四月一日起的年度報告期：

| | |
|------------------|----------------------------|
| 香港財務報告準則第3號（修訂本） | 對概念框架之提述 |
| 香港會計準則第16號（修訂本） | 物業、廠房及設備—作擬定用途前之所得款項 |
| 香港會計準則第37號（修訂本） | 虧損性合約—履行合約之成本 |
| 香港財務報告準則（修訂本） | 二零一八年至二零二零年週期香港財務報告準則之年度改進 |
| 會計指引第5號（修訂本） | 共同控制合併的合併會計法 |

於本年度應用香港財務報告準則修訂本並無對本集團於本年度及往年之財務狀況及表現及／或該等綜合財務報表所載之披露造成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

2. APPLICATION OF NEW AND 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 ¹ |
| Amendments to HKFRS 10 and HKAS 28 | Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ² |
| Amendments to HKFRS 16 | Lease Liability in a Sale and Leaseback ³ |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³ |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies ¹ |
| Amendments to HKAS 8 | Definition of Accounting Estimates ¹ |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹ |
| Amendments to HKAS 7 and HKFRS 7 | Supplier Finance Arrangement ³ |
| HK Interpretation 5 (2020) | Presentation of financial statement – classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ³ |

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本

本集團並無提早應用下列已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

| | |
|--------------------------------------------------|-----------------------------------------------|
| 香港財務報告準則第17號（包括二零二零年十月及二零二二年二月香港財務報告準則第17號（修訂本）） | 保險合約 ¹ |
| 香港財務報告準則第10號及香港會計準則第28號（修訂本） | 投資者與其聯營公司或合營企業之間之資產出售或注資 ² |
| 香港財務報告準則第16號（修訂本） | 售後租回的租賃負債 ³ |
| 香港會計準則第1號（修訂本） | 負債分類為流動或非流動及香港詮釋第5號（二零二零年）之有關修訂 ³ |
| 香港會計準則第1號及香港財務報告準則實務報告第2號（修訂本） | 會計政策披露 ¹ |
| 香港會計準則第8號（修訂本） | 會計估計之定義 ¹ |
| 香港會計準則第12號（修訂本） | 與單一交易產生的資產及負債有關的遞延稅項 ¹ |
| 香港會計準則第7號及香港財務報告準則第7號（修訂本） | 供應商融資安排 ³ |
| 香港詮釋第5號（二零二零年） | 財務報表之呈列— 借款人對設有可隨時要求償還條款之定期貸款之分類 ³ |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issue but not yet effective (Continued)

- ¹ Effective for annual periods beginning on or after 1 January 2023.
- ² Effective for annual periods beginning on or after a date to be determined.
- ³ Effective for annual periods beginning on or after 1 January 2024.

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

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs, which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), and accounting principles generally accepted in Hong Kong. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

2. 應用新訂香港財務報告準則（「香港財務報告準則」）及其修訂本（續）

已頒佈但尚未生效之新訂香港財務報告準則及其修訂本（續）

- ¹ 於二零二三年一月一日或之後開始之年度期間生效。
- ² 於將釐定的日期或之後開始之年度期間生效。
- ³ 於二零二四年一月一日或之後開始之年度期間生效。

董事預期應用所有新訂香港財務報告準則及其修訂本於可見未來對綜合財務報表並無重大影響。

3. 編製基準

(a) 遵例聲明

綜合財務報表已根據香港財務報告準則（此乃香港會計師公會（「香港會計師公會」）頒佈的所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋的統稱）以及香港公認會計原則編製。就編製綜合財務報表而言，倘合理預期有關資料將影響主要使用者的決策，即被視為重要資料。此外，綜合財務報表包括香港聯合交易所有限公司GEM證券上市規則（「GEM上市規則」）及香港公司條例所規定之適用披露。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION (Continued)

(b) Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies 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 liability, the Group takes into account the characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

3. 編製基準 (續)

(b) 編製基準

綜合財務報表乃根據歷史成本基準編製，惟於各報告期末按公平值計量之若干金融工具除外（已於下列會計政策內解釋）。

歷史成本一般根據貨品及服務交換代價之公平值計算。

公平值乃於計量日期市場參與者之間於有秩序交易中出售資產所收取或轉讓負債須支付的價格，而不論該價格是否為可直接觀察取得或可使用其他估值方法估計。於估計資產或負債之公平值時，本集團會考慮於計量日期對資產或負債進行定價時考慮的特點。於該等綜合財務報表中計量及／或披露的公平值均按此基準予以釐定，惟香港財務報告準則第2號「以股份為基礎之付款」範圍內的以股份為基礎之付款交易、根據香港財務報告準則第16號「租賃」入賬之租賃交易及與公平值類似但並非公平值的計量（例如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值）除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION (Continued)

(b) Basis of preparation (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.

(c) Going concern basis

In preparing the consolidated financial statements, the directors have given careful consideration to the future liquidity of the Group in view of fact that:

- The Group has incurred a net loss of approximately HK\$9,457,000 during the year ended 31 March 2023 and, as of that date, the Group had net current liabilities and net liabilities of approximately HK\$370,510,000 and HK\$394,806,000 respectively; and

3. 編製基準 (續)

(b) 編製基準 (續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及輸入數據對公平值計量的整體重要性分類為第一級別、第二級別或第三級別，載述如下：

- 第一級別輸入數據是實體於計量日期可以取得的相同資產或負債於活躍市場的報價（未經調整）；
- 第二級別輸入數據是就資產或負債直接或間接地可觀察的輸入數據（第一級別內包括的報價除外）；及
- 第三級別輸入數據是資產或負債的不可觀察輸入數據。

(c) 持續經營基準

於編製綜合財務報表時，鑑於以下各項，董事已仔細考慮本集團之未來流動性：

- 截至二零二三年三月三十一日止年度，本集團產生淨虧損約9,457,000港元及截至該日，本集團之流動負債淨額及負債淨額分別約為370,510,000港元及394,806,000港元；及

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION (Continued)

(c) Going concern basis (Continued)

- As at 31 March 2023, the Group had outstanding convertible notes of principal amount of HK\$257,030,000 (the “**Convertible Notes**”) and interests thereon of approximately HK\$74,226,000 (the “**Convertible Notes Interest**”) in respect of which the Group was in default in settlement;
- the Group owed the amount to a substantial shareholder of HK\$24,587,000 (the “**On Demand Debt**”) as at 31 March 2023, which was repayable on demand; and
- As at 31 March 2023, the Group’s promissory notes of principal amount of HK\$40,429,000 and interest thereon of approximately HK\$6,777,000 which are due for repayment in the next twelve months after the date of approval of these consolidated financial statements (the “**Promissory Notes**”).

The conditions described above indicate the existence of a material uncertainty that cast significant doubt on the Group’s ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Group is actively exploring options to restructure the capital and debts of the Group including but not limited to the followings:

1. the Company has entered into conditional agreement with Mr. Kan, a shareholder of the Company, for the allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share for a total consideration of approximately HK\$20,000,000;

3. 編製基準 (續)

(c) 持續經營基準 (續)

- 於二零二三年三月三十一日，本集團之尚未償還之可換股票據本金金額為257,030,000港元（「可換股票據」）及其利息約為74,226,000港元（「可換股票據利息」）；
- 於二零二三年三月三十一日，本集團結欠一名主要股東款項24,587,000港元（「按要求償還債務」）為須按要求償還；及
- 於二零二三年三月三十一日，本集團之承兌票據本金金額為40,429,000港元及其利息約為6,777,000港元，其將於該等綜合財務報表獲批准日期後未來十二個月內到期償還（「承兌票據」）。

上述情況表明存在重大不確定性，對本集團持續經營能力產生重大疑慮。因此，本集團可能無法於日常營運過程中變現其資產及清償債務。

本集團正積極探索重組本集團資本及債務的方案，包括但不限於以下方案：

1. 本公司已與本公司股東簡先生訂立有條件協議，按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份，總代價約為20,000,000港元；

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION (Continued)

(c) Going concern basis (Continued)

2. the Company has entered into a conditional agreement with the holder of the Convertible Notes, which is also a substantial shareholder of the Company, for the amendments of certain terms of the Convertible Notes in relation to, among others, the amendment of interest rate from 3% to 0.8% per annum and the extension of the maturity date of the Convertible Notes to 9 December 2025;
3. the Company has entered into a conditional agreement to issue new convertible notes in the principal amount of approximately HK\$64,128,000 to set off the Convertible Notes Interest;
4. the Company has entered into a conditional agreement to issue new convertible bonds in the principal amount of HK\$16,240,000 to set off part of the outstanding balance of the On Demand Debt;
5. the Company is negotiating with its promissory notes holder to extend the repayment dates of principal and the interest amounts accrued on the Promissory Notes; and
6. Mr. Kan has confirmed to provide financial support to the Group in a reasonable manner under relevant laws and regulatory requirements and also granted a loan facility up to HK\$60,000,000 to the Group to maintain the going concern of the Company.

3. 編製基準 (續)

(c) 持續經營基準 (續)

2. 本公司已與可換股票據持有人(亦為本公司主要股東)訂立有條件協議,以修訂可換股票據的若干條款,內容有關(其中包括)將年利率由3%修訂為0.8%及延長可換股票據的到期日至二零二五年十二月九日;
3. 本公司已訂立有條件協議,發行本金額為約64,128,000港元的新可換股票據,以抵銷可換股票據利息;
4. 本公司已訂立有條件協議,發行本金額為16,240,000港元的新可換股債券,以抵銷部分按要求償還債務的尚未償還結餘;
5. 本公司正與其承兌票據持有人磋商延長承兌票據本金及應計利息的償還日期;及
6. 簡先生已確認將根據相關法律及監管要求,以合理方式向本集團提供財務支持,並向本集團授出貸款融資最多60,000,000港元,以維持本公司的持續經營。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION (Continued)

(c) Going concern basis (Continued)

In addition, the management of the Company is endeavoring to improve the Group's operating results and cash flows through cost control measures and will focus on the existing business of the Group.

The directors of the Company are of the opinion that it is appropriate to prepare these consolidated financial statements on going concern basis. The validity of the preparation of the consolidated financial statements on going concern basis depends on the successful eventual outcome of the above-mentioned plans and measures, which are inherently uncertain, including whether the Group will be able to successfully negotiate and agree with the holders of Convertible Notes and Promissory Notes to amend, renew or extend the existing debts or complete shares subscription to provide funds for the Group to meet its liabilities as they fall due.

As at the date of approval for issuance of the consolidated financial statements, the above-mentioned plans have been initially formulated but the eventual outcome cannot be determined with reasonable certainty and are still subject to multiple uncertainties. Accordingly, the material uncertainty that cast significant doubt on the Group's ability to continue as a going concern remains in existence as at the date of approval for issuance of the consolidated financial statements. Should the Group fail to achieve successful outcomes from the above-mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying amounts of the Group's assets to their net recoverable amounts, to provide for any further liabilities that may 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 the consolidated financial statements.

3. 編製基準 (續)

(c) 持續經營基準 (續)

此外，本公司管理層正致力通過成本控制措施改善本集團經營業績及現金流量，並將專注於本集團的現有業務。

本公司董事認為，以持續經營為基礎編製該等綜合財務報表為適當。按持續經營基準編製綜合財務報表是否有效，取決於上述計劃及措施最終能否成功，而該等計劃及措施本身具有不確定性，包括本集團是否將能否成功與可換股票據及承兌票據持有人磋商及達成協議，以修訂、重續或延長現有債務或完成股份認購，從而為本集團提供資金，以於到期時償還負債。

於綜合財務報表批准發佈日期，上述計劃已初步制定，惟最終結果無法合理確定，其仍存在多種不確定性。因此，於批准發佈綜合財務報表日期，對本集團持續經營能力產生重大疑慮的重大不確定因素依然存在。倘本集團未能成功實施上述計劃及措施，則可能無法繼續以持續經營營運，因此必須進行調整，將本集團資產賬面值撇減至其可收回淨額，為可能產生的任何進一步負債撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整影響並未反映於綜合財務報表中。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

3. BASIS OF PREPARATION (Continued)

(d) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand dollars (HK\$’000) except otherwise indicated.

4. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

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

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

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.

3. 編製基準 (續)

(d) 功能及呈報貨幣

財務報表乃以港元(「港元」)列值，港元亦為本公司之功能貨幣。除另有指明外，所有數值均四捨五入至最接近的千位數(千港元)。

4. 重大會計政策

(a) 綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體之財務報表。倘符合以下情況，本公司即獲得控制權：

- 可對投資對象行使權力；
- 自參與投資對象的業務獲得或有權獲得可變回報；及
- 有能力以其權力影響其回報。

倘有事實及情況顯示上文所列控制權三個元素之一個或多個元素出現變動，本集團會重新評估其是否對投資對象擁有控制權。

附屬公司之綜合入賬於本集團取得有關附屬公司之控制權起開始，並於本集團失去有關附屬公司之控制權時終止。具體而言，年內所收購或出售附屬公司之收入及開支乃自本集團取得控制權之日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日期為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

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

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

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

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Change in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

4. 重大會計政策 (續)

(a) 綜合基準 (續)

損益及其他全面收益之每個組成項目乃歸屬於本公司擁有人及非控股權益。附屬公司之全面收入總額乃分配至本公司擁有人及非控股權益(即使此舉會導致非控股權益出現虧絀)。

如有需要,附屬公司之財務報表會作出調整,以使其會計政策與本集團之會計政策一致。

集團內公司間一切資產及負債、權益、收入、開支及有關本集團成員公司間交易之現金流量於綜合賬目時悉數對銷。

於附屬公司的非控股權益與本集團於其中的權益獨立呈列,其指現有擁有權益,賦予持有人權利可於解散時按比例分佔相關附屬公司之資產淨值。

本集團於現有附屬公司權益之變動

並無導致本集團失去對附屬公司控制權之本集團於附屬公司權益之變動按權益交易入賬。本集團權益之有關部分與非控股權益之賬面值乃作調整,以反映其於附屬公司相對權益之變動,包括按照本集團與非控股權益之權益比例,於本集團與非控股權益之間重新分配相關儲備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Basis of consolidation (Continued)

Change in the Group's interests in existing subsidiaries (Continued)

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. 重大會計政策 (續)

(a) 綜合基準 (續)

本集團於現有附屬公司權益之變動 (續)

非控股權益經調整之金額與已付或已收代價之公平值之間的任何差額乃直接於權益中確認並歸屬於本公司擁有人。

當本集團失去對附屬公司控制權，該附屬公司之資產及負債以及非控股權益 (如有) 予以終止確認。收益或虧損於損益內確認並按(i)所收代價之公平值與任何保留權益之公平值總額與(ii)本公司擁有人應佔該附屬公司之資產 (包括商譽) 及負債賬面值之間的差額計算。先前於其他全面收益就該附屬公司確認之所有金額 (即按適用香港財務報告準則所訂明/ 允許重新分類至損益或轉撥至另一項權益類別)。於失去控制權當日於前附屬公司保留之任何投資的公平值，會被視為根據香港財務報告準則第9號金融工具其後入賬之初步確認時的公平值，或 (如適用) 初步確認聯營公司或合營企業之投資成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Interests in joint operations

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

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

When a group entity transacts with a joint operation in which a group entity is a joint operator (such as a sale or contribution of assets), the Group is considered to be conducting the transaction with other parties to the joint operation, and gains and losses resulting from the sale or contribution 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 asset to a third party.

4. 重大會計政策 (續)

(b) 於合營業務之權益

合營業務乃一種合營安排，據此，對安排擁有共同控制權的各方享有有關合營安排之資產之權利及承擔負債之義務。共同控制權乃指按照合約協定共同控制一項安排，並僅在有關業務相關的決策需共同控制的各方一致同意時存在。

根據特定資產、負債、收益及開支適用之香港財務報告準則，本集團將對與其於合營業務之權益有關之資產、負債、收益及開支入賬。

當集團實體與合營業務交易而集團實體為合營運作方（如出售或貢獻資產），則本集團被視為與合營業務之其他各方進行交易，及該等出售或貢獻產生之收益及虧損於本集團之綜合財務報表確認，惟僅限於其他各方於合營業務之權益。

當集團實體與合營業務交易而集團實體為合營運作方（如購買資產），則本集團不會確認其應佔之收益及虧損，直至重售該等資產予第三方為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment

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.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. The principal annual rates used for the current year are as follows:

| | |
|------------------------|---------------------------------------------------------------------|
| Site offices | Over the respective project terms |
| Leasehold improvements | 30% or over the respective life of the leases, whichever is shorter |
| Machinery | 20% – 30% |
| Furniture and fixtures | 20% |
| Office equipment | 20% |
| Motor vehicles | 20% |

4. 重大會計政策 (續)

(c) 物業、廠房及設備

物業、廠房及設備按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

處於動工階段以供生產、供應或行政用途之物業按成本減任何已確認減值虧損列值。成本包括專業費用及(就合資格資產而言)根據本集團會計政策已資本化之借貸成本。該等物業於完成及可作擬定用途時分類為適當類別的物業、廠房及設備。該等資產於資產可作擬定用途時按與其他物業資產相同的基準開始折舊。

折舊乃按資產成本(在建物業除外)減其剩餘價值,按其可使用年期以直線法撇銷加以確認。估計可使用年期、剩餘價值及折舊法於各報告期末檢討,任何估計變動之影響按預期基準入賬。就本年度採用之主要年率如下:

| | |
|--------|-----------------------|
| 地盤辦公室 | 按相關項目的期限計算 |
| 租賃物業裝修 | 按30%或相關租賃期限(以較短者為準)計算 |
| 機器 | 20%–30% |
| 傢具及裝置 | 20% |
| 辦公室設備 | 20% |
| 車輛 | 20% |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Property, plant and equipment (Continued)

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 the consolidated statement of profit or loss and other comprehensive income.

(d) Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application or arising from business combination, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 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.

4. 重大會計政策 (續)

(c) 物業、廠房及設備 (續)

物業、廠房及設備項目於出售或當預期持續使用該資產不再帶來未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目之任何收益或虧損乃按出售所得款項與該資產賬面值之差額釐定，並於綜合損益及其他全面收益表內確認。

(d) 租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

對於首次應用或產生自業務合併日期或之後訂立或修訂或業務合併產生的合約，本集團根據香港財務報告準則第16號項下的定義，於開始日期、修訂日期或收購日期（如適用）評估合約是否為一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

As a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group also applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of machinery and property that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

4. 重大會計政策 (續)

(d) 租賃 (續)

作為承租人

分配代價至合約組成部分

對於包含租賃組成部分及非租賃組成部分的合約，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將合約中的代價分配予各租賃組成部分。

本集團亦採用實際權宜方法，不將非租賃組成部分與租賃組成部分分開，而將租賃組成部分與任何相關的非租賃組成部分作為單個租賃組成部分進行會計處理。

作為實際權宜方法，當本集團合理預期對財務報表的影響與投資組合中個別租賃不會有重大不同時，具有類似特徵的租賃按投資組合基準進行會計處理。

短期租賃及低價值租賃

本集團將短期租賃確認豁免應用於租期自開始日期起為12個月或以下且並不包括購買選擇權的機器及物業租賃。其亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃之租賃付款於租期內按直線法或另一種系統基準確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

As a lessee (Continued)

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;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

4. 重大會計政策 (續)

(d) 租賃 (續)

作為承租人 (續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前的任何已付租賃付款，減任何已收取租賃優惠；
- 本集團所產生的任何初始直接成本；及
- 本集團於拆除及移除相關資產、復原其所在地或復原相關資產至租賃條款及條件所規定的狀態而產生的成本估計。

本集團於租賃開始日期（即相關資產可供使用的日期）確認使用權資產。使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

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 is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

4. 重大會計政策 (續)

(d) 租賃 (續)

作為承租人 (續)

使用權資產 (續)

本集團於租期結束時合理確定會取得相關租賃資產所有權的使用權資產，自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產則以直線法於其估計可使用年期與租期兩者中的較短者計提折舊。

本集團將使用權資產於綜合財務狀況表中作個別項目呈列。

可退還租金按金

已付可退還租金按金根據香港財務報告準則第9號入賬且初始按公平值計量。於初始確認時對公平值作出的調整被視為額外租賃付款並計入使用權資產成本。

租賃負債

於租賃開始日期，本集團按該日未付租賃付款的現值確認及計量租賃負債。倘租賃隱含利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算租賃付款現值。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

As a lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease.

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

4. 重大會計政策 (續)

(d) 租賃 (續)

作為承租人 (續)

租賃負債 (續)

租賃付款包括：

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠；
- 根據指數或利率而定的可變租賃付款初步使用開始日期的指數或利率計量；
- 剩餘價值擔保項下本集團預期應付的金額；
- 本集團合理確定將予行使購買權的行使價；及
- 終止租約的罰款 (倘租賃期反映本集團行使權利終止租約)。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

As a lessee (Continued)

Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/ expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

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

4. 重大會計政策 (續)

(d) 租賃 (續)

作為承租人 (續)

租賃負債 (續)

倘出現以下情況，本集團重新計量租賃負債（並對有關使用權資產作出相應調整）：

- 租賃期變動或購買權行使評估變動，就此情況下，有關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金檢討後的市場租金／擔保剩餘價值下預期付款變動而出現變動，在此情況下，有關租賃負債透過使用初步貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表呈列租賃負債為獨立項目。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Leases (Continued)

As a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

4. 重大會計政策 (續)

(d) 租賃 (續)

作為承租人 (續)

租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項獨立租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，而增加的金額相當於範圍擴大對應的獨立價格，加上按照特定合約的實際情況對獨立價格進行的任何適當調整。

就未作為獨立租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，以對租賃負債進行重新計量。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of the reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gain and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

4. 重大會計政策 (續)

(e) 無形資產

業務合併所收購之無形資產

業務合併所收購之無形資產與商譽分開確認，初步按收購日期之公平值（視為彼等之成本）確認。

於初步確認後，業務合併所收購之具有有限可使用年期之無形資產，以成本減累計攤銷及累計減值虧損列賬。攤銷按其估計可使用年期以直線基準確認。估計可使用年期及攤銷方法於報告期末檢討，估計中任何變動之影響按預期基準入賬。

無形資產於出售或當預期使用或出售不會帶來未來經濟利益時終止確認。終止確認無形資產產生之收益及虧損按出售所得款項淨額與資產賬面值之差額計量，並於終止確認資產時於損益確認。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments

Financial assets and financial liabilities are recognised when the 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 receivable arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

Effective interest method

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 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.

4. 重大會計政策 (續)

(f) 金融工具

當集團實體成為工具之合約條文訂約方時，金融資產及金融負債乃予以確認。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初步以公平值計量，惟來自客戶合約之貿易應收款項乃根據香港財務報告準則第15號初步計量。因收購或發行金融資產及金融負債（透過損益按公平值入賬（「透過損益按公平值入賬」）之金融資產或金融負債除外）而產生之直接應佔交易成本於初步確認時加入金融資產或金融負債之公平值或從中扣除（如適用）。因收購透過損益按公平值入賬之金融資產或金融負債而產生之直接應佔交易成本即時於損益中確認。

實際利率法

實際利率法乃計算金融資產或金融負債之攤銷成本及於有關期間分配利息收入及利息開支之方法。實際利率乃於初步確認時透過金融資產或金融負債估計年期或（倘適用）較短期間，準確折現估計未來現金付款（包括所有構成實際利率整體部分之已付或已收費用及點數、交易成本及其他溢價或折價）至賬面淨值之比率。

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets

Classification and measurement of financial assets at amortised cost

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

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- 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 FVTPL, except that at the date of initial application/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.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產

按攤銷成本分類及計量金融資產

符合以下條件之金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式持有之金融資產；及
- 合約條款導致於特定日期產生之現金流純為支付本金及尚未償還本金之利息。

符合以下條件之金融資產其後透過其他全面收益按公平值入賬（「**透過其他全面收益按公平值入賬**」）：

- 以出售及收取合約現金流量為目的之業務模式持有之金融資產；及
- 合約條款導致於特定日期產生之現金流純為支付本金及尚未償還本金之利息。

所有其他金融資產其後透過損益按公平值入賬計量，但於初步應用／初步確認金融資產當日，倘股權投資既非持作買賣，亦非香港財務報告準則第3號業務合併所適用的業務合併收購方確認的或然代價，本集團可作出不可撤回選擇，於其他全面收益呈報股權投資公平值的其後變動。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Classification and measurement of financial assets at amortised cost (Continued)

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

按攤銷成本分類及計量金融資產 (續)

倘屬下列情況，則金融資產乃分類為持作買賣：

- 購入該金融資產之主要目的為於不久將來出售；或
- 於初步確認時該金融資產為本集團共同管理之已識別金融工具組合之部分，且近期實際錄得短期溢利；或
- 該金融資產為並非指定及有效作為對沖工具之衍生工具。

此外，本集團可作出不可撤回指定，將需要按攤銷成本或透過其他全面收益按公平值入賬計量的金融資產指定為透過損益按公平值入賬計量，倘如此可消除或顯著減少會計錯配。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Amortised cost and interest income

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.

Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is presented as a separate line item.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

攤銷成本及利息收入

其後按攤銷成本計量之金融資產之利息收入乃使用實際利率法予以確認。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值(見下文)之金融資產除外。就其後出現信貸減值之金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

透過損益按公平值入賬之金融資產

不符合按攤銷成本計量或透過其他全面收益按公平值入賬或指定為透過其他全面收益按公平值入賬的金融資產乃透過損益按公平值入賬計量。

透過損益按公平值入賬之金融資產按各報告期末的公平值計量，任何公平值收益或虧損於損益中確認。於損益確認之收益或虧損淨額不包括從金融資產賺取之任何股息或利息，並呈列為獨立項目。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group perform impairment assessment under expected credit losses (“**ECL**”) model on financial assets which are subject to impairment assessment under HKFRS 9 (including trade and other receivables, contract assets and cash and cash equivalents). The amount of ECL is updated at each reporting period 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 period. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting period as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables without significant financial component. The ECL on these assets are assessed individually for debtors with significant balances and collectively using a provision matrix with appropriate groupings.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

金融資產減值

本集團根據預期信貸虧損(「**預期信貸虧損**」)模型就根據香港財務報告準則第9號須作減值評估的金融資產(包括貿易及其他應收款項、合約資產及現金及現金等價物)進行減值評估。預期信貸虧損的金額於各報告期更新，以反映自初始確認後信貸風險的變化。

全期預期信貸虧損指於相關工具之預計年期內所有可能發生之違約事件所將產生之預期信貸虧損。反之，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指預期於報告期後12個月內可能發生之違約事件所將產生之部分全期預期信貸虧損。評估乃按本集團過往信貸虧損經驗進行，並就與債務人、整體經濟情況以及對於報告期之當前情況及預測之未來情況兩者所作之評估有關之特定因素作出調整。

本集團一直就並無重大融資組成部分的貿易應收款項確認全期預期信貸虧損。就具有重大結餘的債務人個別及使用適當組別的撥備矩陣集體評估該等資產的預期信貸虧損。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless 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.

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 period 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.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

金融資產減值 (續)

就所有其他工具而言，本集團計量之虧損撥備相等於12個月預期信貸虧損，除非自初步確認起信貸風險顯著增加，在此情況下本集團將確認全期預期信貸虧損。對於應否確認全期預期信貸虧損，有關評估乃基於自初步確認起發生違約之可能性或風險大幅增加。

信貸風險顯著增加

在評估自初步確認以來金融工具之信貸風險有否顯著增加時，本集團將金融工具於報告期發生違約之風險與金融工具於初步確認日期發生違約之風險進行比較。在進行該評估時，本集團同時考慮合理及有理據支持之定量及定性資料，包括過往經驗及無需付出過度成本或精力就可取得之前瞻性資料。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, 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;
- 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.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

信貸風險顯著增加 (續)

具體而言，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具之外部 (如有) 或內部信貸評級實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信貸息差、債務人的信貸違約掉期價大幅增加；
- 商業、金融或經濟情況的目前或預期不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境的實際或預計重大不利變動，導致債務人償還債項的能力顯著下降。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

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.

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.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

信貸風險顯著增加 (續)

不論上述評估結果如何，本集團假設合約付款逾期超過30日後信貸風險自初始確認以來顯著增加，除非本集團有合理可靠的資料說明其他情況。

本集團定期監察就確定信貸風險曾否顯著增加所用標準之成效，並視適當情況修訂有關標準，以確保其能夠於款項逾期前發現信貸風險顯著增加。

違約之定義

就內部信貸風險管理而言，本集團認為，當內部產生或自外界來源獲得的資料顯示債務人不大可能向其債權人（包括本集團）悉數支付時，則產生違約事件。

儘管上文所述，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持之資料證明較寬鬆之違約標準更為適用，則當別論。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Credit-impaired financial assets

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

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

已信貸減值之金融資產

當一項或多項對金融資產之估計未來現金流量造成負面影響之違約事件發生時，金融資產已信貸減值。金融資產信貸減值之證據包括涉及以下事件之可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，例如發生拖欠或逾期之情況；
- (c) 向借款人作出貸款之貸款人出於與借款人財務困難有關之經濟或合約考慮，給予借款人在其他情況下不會作出之讓步；
- (d) 借款人很可能破產或進行其他財務重組；或
- (e) 因財務困難，該金融資產失去活躍市場。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

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 adjusted by 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.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

撇銷政策

倘有資料顯示交易對手方陷入嚴重財務困難且無實際可收回之期望(如交易對手方已進行清盤或進入破產程序)，本集團則撇銷金融資產。經考慮法律意見(如適用)後，已撇銷之金融資產仍可能受制於本集團收回程序下之執法活動。撇銷構成終止確認事件。其後的任何收回均在損益確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量乃違約概率、違約虧損率(即違約造成虧損之幅度)及違約風險之函數。違約概率及違約虧損率乃根據經前瞻性資料調整之歷史數據進行評估。預期信貸虧損之估計反映根據加權之相應違約風險釐定之無偏頗及概率加權數額。

一般而言，預期信貸虧損為按根據合約應付本集團之所有合約現金流與本集團將收取之現金流量之間之差額，並按初步確認時釐定之實際利率貼現。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Measurement and recognition of ECL (Continued)

For collective assessment the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

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

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

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

預期信貸虧損之計量及確認 (續)

就集體評估而言，本集團在分組時計及以下特徵：

- 逾期情況；
- 債務人之性質、規模及從事行業；及
- 可用之外部信貸評級。

管理層定期檢討分組，以確保各組別的組成部分繼續擁有類似的信貸風險特徵。

利息收入乃按金融資產之賬面總值計算，除非金融資產出現信貸減值，在此情況下，利息收入乃按金融資產之攤銷成本計算。

本集團通過調整金融工具之賬面值於損益內確認所有金融工具之減值收益或虧損，惟貿易應收款項、其他應收款項及合約資產乃透過虧損撥備賬確認相應調整除外。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Financial liabilities and equity instruments

Classification as financial liabilities or equity

Financial liabilities 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.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融資產 (續)

終止確認金融資產

本集團僅於從資產收取現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及資產擁有權絕大部分風險及回報時終止確認金融資產。倘本集團並無轉讓或保留擁有權絕大部分風險及回報且繼續控制已轉讓資產，本集團確認其於資產中的保留利益及其可能須支付之相關負債金額。倘本集團保留已轉讓金融資產擁有權絕大部分風險及回報，本集團繼續確認金融資產，亦就已收取之所得款項確認已抵押借款。

金融負債及股本工具

分類為金融負債或股本

集團實體發行之金融負債及股本工具乃按所訂立之合約安排之性質及金融負債與股本工具之定義分類為金融負債或股本。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial liabilities and equity instruments

(Continued)

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities (including trade payables and other payables, interest payable, convertible notes, promissory note, lease liabilities and employee benefits) are subsequently measured at amortised cost, using the effective interest method.

Convertible loan notes contain equity component

The component parts of the convertible loan notes are classified separately as financial liability and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. A conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融負債及股本工具 (續)

股本工具

股本工具乃證明一間實體於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)確認。

金融負債

所有金融負債隨後使用實際利率法按攤銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項、應付利息、可換股票據、承兌票據、租賃負債及僱員福利)隨後使用實際利率法按攤銷成本計量。

含股本部分的可換股貸款票據

可換股貸款票據的負債部分根據合約安排的內容以及金融負債及股本工具的定義單獨分類為金融負債及股本。換股權將以固定金額現金或另一項金融資產換取固定數目的本公司本身股本工具的方式結清,並分類為股本工具。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial liabilities and equity instruments

(Continued)

Convertible loan notes contain equity component

(Continued)

At the date of issue, the fair value of the liability component (including any embedded non-equity derivatives features) is estimated by measuring the fair value of similar liability that does not have an associated equity component.

A conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are charged directly to equity. Transaction costs relating to the liability component are included in the carrying amount of the liability portion and amortised over the period of the convertible loan notes using the effective interest method.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融負債及股本工具 (續)

含股本部分的可換股貸款票據 (續)

於發行日期，負債部分的公平值（包括任何嵌入非股本衍生特徵）透過計量並無相關股本部分之類似負債之公平值進行估算。

分類為權益的換股權按自複合工具的公平總值扣除負債部分金額的方式釐定，於權益確認（經扣除所得稅影響）及計入且不會於其後重新計量。此外，分類為權益的換股權在獲行使前於權益列賬，在此情況下於權益確認之結餘將轉入股份溢價。倘換股權於可換股貸款票據到期日仍未獲行使，已於權益確認之結餘將轉入累計虧損。於轉換或換股權屆滿後，概不會於損益確認收益或虧損。

發行可換股貸款票據的交易成本，按所得款項總額的分配比例分配至負債及股本部分。股本部分的交易成本直接自權益扣除。負債部分的交易成本計入負債部分的賬面值，並以實際利率法於可換股貸款票據期限內攤銷。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial liabilities and equity instruments

(Continued)

Derecognition/modification 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.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融負債及股本工具 (續)

終止確認/修改金融負債

本集團在且僅在本集團之責任獲解除、取消或屆滿時終止確認金融負債。已終止確認金融負債的賬面值與已付及應付代價的差額於損益內確認。

當金融負債的合約條款被修訂時，本集團會考慮所有相關事實及情況（包括定性因素），評估經修訂的條款是否導致對原有條款有重大修訂。倘定性評估並無定論，則倘根據新條款的現金流量（包括任何已付費用扣除任何已收費用，並使用原有實際利率貼現）的貼現值與原金融負債剩餘現金流量的貼現值相差至少10%，則本集團認為該等條款有重大差異。因此，有關條款修訂列作取消確認，產生之任何成本或費用確認為取消確認的部份損益。倘有關差異低於10%，則交換或修訂視為非重大修訂。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Financial instruments (Continued)

Financial liabilities and equity instruments

(Continued)

Derecognition/modification of financial liabilities

(Continued)

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

When the contractual terms of a convertible notes are modified, such as extending the tenure, change in exercise price of the underlying options, the revised terms would result in a substantial modification from the original terms, after taking into account all relevant facts and circumstances including qualitative factors, such modification is accounted for as derecognition of the original financial liability and the recognition of new financial liability. The difference between the carrying amount of financial liability derecognised and the fair value of consideration paid or payable, including any liabilities assumed and derivative components recognised, is recognised in profit or loss.

4. 重大會計政策 (續)

(f) 金融工具 (續)

金融負債及股本工具 (續)

終止確認／修改金融負債 (續)

就不會導致終止確認的金融負債非重大修訂，相關金融負債的賬面值將按金融負債原有實際利率貼現的經修訂合約現金流量現值計算。所產生交易成本或費用調整至經修訂金融負債的賬面值及於餘下期間攤銷。任何金融負債賬面值的調整於修訂日期於損益中確認。

當可換股票據的合約條款被修改(如延長限期、更改相關購股權的行使價)，致使經修訂條款相比原定條款出現重大修訂，經計及所有相關事實及情況(包括定性因素)後，有關修訂按終止確認原金融負債及確認新金融負債入賬。終止確認的金融負債的賬面值與已付或應付代價(包括所承擔的任何負債及所確認的衍生工具部分)的公平值之間的差額於損益中確認。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Construction contracts

The Group completes satisfaction of the relevant performance obligations over time and the revenue is recognised during the contract period based on the performance progress, which is determined by 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. When the Group is not able to reasonably measure its performance progress, the Group recognises revenue only to the extent of the recoverable amount of costs incurred until such time that it can reasonably measure the performance progress.

(h) Revenue recognition

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;

4. 重大會計政策 (續)

(g) 建築合約

本集團於一段時間內完成相關履約責任並基於履約進度於合約期確認收益，其採用輸入法釐定，即根據本集團為履行履約責任的付出或投入相對於完成有關履約責任之總預期投入的比例確認收益，有關方法最能反映本集團於轉移貨品或服務控制權方面之履約表現。倘本集團不能合理計量其履約進度，本集團僅以能夠合理計量履約進度之時已產生成本之可收回款項為限確認收益。

(h) 收益確認

當(或於)達成履約責任時，本集團確認收益，即於特定履約責任的相關貨品或服務的「控制權」轉讓予客戶時確認。

履約責任指一項明確貨品及服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

控制權隨時間轉移，而倘符合以下其中一項標準，則收益乃參照完全達成相關履約責任之進度而隨時間確認：

- 客戶隨本集團履約而同時取得並耗用本集團履約所提供的利益；

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綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

- the Group's performance does not create and 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 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. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

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

4. 重大會計政策 (續)

(h) 收益確認 (續)

- 本集團之履約並未創建或提升一項資產，而該資產於本集團履約之時由客戶控制；或
- 本集團之履約並未創造對本集團具替代用途之資產，且本集團對本集團有替代用途及本集團對迄今已完成履約之款項具有可強制執行之權利。

否則，收益於客戶獲得明確貨品或服務控制權的時間點確認。

合約資產指本集團就換取本集團已轉讓的貨品或服務而向客戶收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或代價金額到期)而須轉讓貨品或服務予客戶之責任。

與合約有關的合約資產及合約負債以淨額基準入賬及呈列。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

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

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

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.

4. 重大會計政策 (續)

(h) 收益確認 (續)

隨時間確認收益：完成達成履約責任進度的計量

產出法

完全滿足履約進展乃基於產出法計量，即基於迄今為止向客戶轉移的貨品或服務相對於合約下承諾之剩餘貨品或服務的價值直接計量，藉以確認收益，此最佳反映本集團在轉移貨品或服務控制權方面的履約情況。

作為一種可行權宜方法，倘本集團有權以與本集團迄今已完成的履約價值直接對應的金額收取代價，則本集團以本集團有權開具發票的金額確認收益。

投入法

完成達成履約責任之進度乃根據投入法計量，其根據本集團對達成履約責任之努力或投入，相對達成履約責任的預期總投入而確認收益，該方法最佳反映本集團在轉讓貨品或服務控制權方面的履約情況。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Revenue recognition (Continued)

Contract cost

Incremental costs of obtaining a contract

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained.

The Group recognises such costs as an asset if it expects to recover these costs. The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate.

The Group applies the practical expedient of expensing all incremental costs to obtain a contract if these costs would otherwise have been fully amortised to profit or loss within one year.

Costs to fulfil a contract

The Group incurs costs to fulfil a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- (a) the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- (b) the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- (c) the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

4. 重大會計政策 (續)

(h) 收益確認 (續)

合約成本

獲得合約之增量成本

獲得合約之增量成本指本集團取得客戶合約所產生的成本，倘未獲得該合約，則不會產生該成本。

倘本集團預期收回該等成本，則本集團將該等成本確認為資產。由此確認之資產其後按與向客戶轉移該等資產有關的貨品或服務一致的系統性基準於損益內攤銷。

倘該等成本於一年內已以其他方式於損益悉數攤銷，本集團則採用實際權宜方法將所有取得合約之增量成本進行支銷。

履行合約之成本

本集團於建築合約中產生履行合約之成本。本集團首先根據其他相關準則評估該等成本是否合資格確認為資產，倘不合資格，僅在符合以下全部標準的情況下方會將該等成本確認為資產：

- (a) 有關成本與本集團可明確識別之合約或預期訂立之合約有直接關係；
- (b) 有關成本令本集團將用於履行（或持續履行）日後履約責任之資源得以產生或有所增加；及
- (c) 有關成本預期可收回。

由此確認之資產其後按與向客戶轉移該等資產有關的貨品或服務一致的系統性基準於損益內攤銷。該資產須進行減值審閱。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Taxation

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

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'loss before income tax' as reported in the consolidated statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

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 profit. 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 or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

4. 重大會計政策 (續)

(i) 稅項

所得稅開支指當期應付稅項及遞延稅項之總和。

當期稅項

當期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所呈報「除稅前虧損」不同，乃由於前者不包括在其他年度應課稅或可扣稅收入或支出，亦不包括從來無須課稅或可扣稅之項目。本集團之當期稅項負債乃按於報告期末已實施或大致上已實施之稅率計算。

遞延稅項

遞延稅項為就綜合財務報表內資產及負債賬面值與用於計算應課稅溢利之相應稅基兩者之暫時性差額而確認之稅項。遞延稅項負債通常會就所有應課稅暫時性差額確認。遞延稅項資產就所有可扣稅暫時性差額之確認一般僅限於有可能有應課稅溢利可用以抵銷有關可扣稅暫時性差額。若暫時性差額因於一項既不影響應課稅溢利亦不影響會計溢利之交易（業務合併除外）中首次確認其他資產及負債而引致，則不會確認該等遞延稅項資產及負債。此外，若暫時性差額因首次確認商譽而引致，則不會確認該等遞延稅項負債。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Taxation (Continued)

Deferred tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax 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 liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

4. 重大會計政策 (續)

(i) 稅項 (續)

遞延稅項 (續)

遞延稅項負債乃就投資附屬公司相關之應課稅暫時性差額確認，惟倘本集團能控制該暫時性差額之撥回且暫時性差額將極有可能不會於可見未來撥回則作別論。與該等投資相關之可扣減暫時性差額所產生遞延稅項資產，僅於具有足夠應課稅溢利可動用暫時性差額之利益，且預期於可見將來撥回時確認。

遞延稅項資產之賬面值於各報告期末作出檢討，並在不大可能再有足夠應課稅溢利收回全部或部分資產時減少。

遞延稅項資產及負債乃按預期於負債償還或資產變現期間按於報告期末前已實施或大致上已實施之適用稅率 (及稅法) 計量。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還資產及負債賬面值產生之稅務後果。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Taxation (Continued)

Deferred tax (Continued)

For the purpose of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss.

(j) Employee benefits

1. Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme are recognised as an expense when employees have rendered service entitling them to the contributions.

4. 重大會計政策 (續)

(i) 稅項 (續)

遞延稅項 (續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減乃歸因於使用權資產抑或租賃負債。

就稅項抵免歸屬於租賃負債的租賃交易，本集團對使用權資產和租賃負債分別應用香港會計準則第12號「所得稅」規定。與使用權資產和租賃負債相關的暫時性差異於初步確認時以及於租賃期內由於適用初步確認豁免而不予確認。

年內當期及遞延稅項

當期及遞延稅項於損益確認。

(j) 僱員福利

1. 退休金福利成本

強制性公積金計劃之供款於僱員提供服務並有權收取供款時確認為開支。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Employee benefits (Continued)

2. Short term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

3. Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

4. Long service payments

The Group's net obligation in respect of long service payments payable on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group.

4. 重大會計政策 (續)

(j) 僱員福利 (續)

2. 短期僱員福利

於僱員提供相關服務期間，會就僱員的薪金、酬金、年假及病假的應計福利，按為換取有關服務預期支付之福利之未貼現金額確認為負債。

就短期僱員福利確認之負債乃按預期將就換取有關服務而支付之未貼現福利金額計量。

3. 終止福利

終止福利僅於本集團明確承諾終止聘用，或就根據詳細正式而撤銷可能性不大之自願離職計劃而提供福利時予以確認。

4. 長期服務金

根據香港僱傭條例，本集團在若干情況下終止聘用員工而須支付之長期服務金責任淨額，為僱員因本期及過往期間提供服務而賺取之回報之未來利益金額。此責任乃以預計單位貸記法計算，並折現至其現值，再扣減本集團就退休金計劃所作供款之應得權益。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of tangible and intangible assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

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 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 the cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

4. 重大會計政策 (續)

(k) 有形及無形資產 (商譽除外) 之減值

於各報告期末，本集團會檢討其有形及無形資產之賬面值，以確定是否有任何跡象顯示該等資產已蒙受減值虧損。倘有任何有關跡象，則估計該項資產之可收回金額，以釐定減值虧損 (如有) 的程度。當不可能估計個別資產之可收回金額時，本集團會估計該項資產所屬現金產生單位的可收回金額。當可識別合理及貫徹的分派基準時，企業資產亦可分派至個別現金產生單位，否則，則將企業資產分派至能識別合理及貫徹的分派基準之最小現金產生單位組別。

可收回金額為公平值減銷售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現有價值。該稅前貼現率反映現時市場對貨幣時間價值及資產之特殊風險評估，而未來現金流量的估計並無就此調整。

倘資產 (或現金產生單位) 之可收回金額估計低於其賬面值，則將該資產 (或現金產生單位) 之賬面值減低至其可收回金額。減值虧損即時於損益中確認。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Impairment of tangible and intangible assets other than goodwill (Continued)

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

(l) Provisions

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

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

4. 重大會計政策 (續)

(k) 有形及無形資產(商譽除外)之減值(續)

倘減值虧損於其後撥回，資產(或現金產生單位)之賬面值增加至其經重新估計之可收回金額，惟已增加之賬面值不能超過倘該資產(或現金產生單位)過往年度並無確認減值虧損而原應釐定之賬面值。減值虧損之撥回即時於損益中確認。

(l) 撥備

倘本集團因過往事件承擔現有法律或推定責任，而本集團可能須履行責任，並可以合理估計該責任之金額，則會確認撥備。

確認為撥備之金額為於報告期末經計入有關責任之風險及不明朗因素後，對履行現有責任之所需代價之最佳估計。倘撥備採用履行現有責任之估計現金流量計量，則其賬面值為該等現金流量之現值(倘對貨幣時間價值之影響屬重大)。

倘用以償還撥備之部分或全部經濟利益預期將由第三方收回，則當實質上確認將收到償款且應收款項之金額能可靠計量時，應收款項方確認為資產。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Provisions (Continued)

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(m) Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

(n) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 重大會計政策 (續)

(l) 撥備 (續)

凡不可能需要經濟利益流出，或金額不能可靠估計時，則此責任將披露為或然負債，除非經濟利益流出之機會甚微。有可能之責任，倘其存在僅可由一項或多項未來事件之出現與否確定，亦披露為或然負債，除非經濟利益流出之機會甚微。

(m) 借款成本

所有借款成本均於產生期間於損益中確認。

(n) 外幣

編製各個個別集團實體的財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易均按交易日期之適用匯率確認。於各報告期末，以外幣計值的貨幣項目按該日之適用匯率重新換算。以外幣計值按公平值列賬之非貨幣項目，按釐定公平值當日適用之匯率重新換算。以歷史成本計量並以外幣計價的非貨幣性項目並無予以重新換算。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Foreign currencies (Continued)

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve.

(o) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

4. 重大會計政策 (續)

(n) 外幣 (續)

貨幣項目的匯兌差額乃於產生期間內於損益確認，惟應收或應付一項海外業務之貨幣項目之匯兌差額除外，其既無計劃結算及發生結算之可能性亦不大（因此構成海外業務投資淨額之一部分），初步於其他全面收益確認及於償還貨幣項目時由權益重新分類至損益。

為呈列綜合財務報表，本集團境外業務之資產及負債乃按於各報告期末之現行匯率換算為本集團之呈列貨幣（即港元）。收支項目乃按期內之平均匯率進行換算，除非期內匯率出現重大波幅，於該情況，則採用交易當日之匯率。所產生之匯兌差額（如有）乃於其他全面收益確認，並於權益下以外幣換算儲備累計。

(o) 分部報告

營運分部及財務報表所呈報各分部項目之金額乃自定期提供予本集團最高行政管理人員之財務資料中識別得出，以將資源分配至本集團各項業務及地理位置，以及評估本集團各項業務及地理位置之表現。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(o) Segment reporting (Continued)

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

(p) Related party

A related party is a person or entity that is related to the entity that is preparing the financial statements:

- (1) 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.
- (2) An entity is related to the Group if any of the following condition 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 others).

4. 重大會計政策 (續)

(o) 分部資料 (續)

就財務申報而言，除非分部具備相似經濟特徵以及貨品及服務性質、生產工序性質、客戶類型或類別、用作分配貨品或提供服務之方法及監管環境性質方面相似，否則各重大營運分部不會進行合算。倘個別非重大之營運分部符合上述大部分標準，則可進行合算。

(p) 關連人士

關連人士乃指與編製財務報表實體有關連之人士或實體：

- (1) 倘一名人士（或該人士家庭的近親成員）符合下列各項，則與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 屬本集團或本集團母公司主要管理人員的成員。
- (2) 倘任何下列情況出現，則一間實體與本集團有關連：
 - (i) 該實體與本集團為同一集團的成員公司（即各母公司、附屬公司及同系附屬公司相互關連）。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Related party (Continued)

- (2) An entity is related to the Group if any of the following condition applies: (Continued)
- (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 party.
 - (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 sponsorship employers are also related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (1).
 - (vii) A person identified in (1)(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 service to the Group's or the Group's parent.

4. 重大會計政策 (續)

(p) 關連人士 (續)

- (2) 倘任何下列情況出現，則一間實體與本集團有關連：(續)
- (ii) 一間實體屬另一間實體的聯營公司或合營公司（或屬一集團成員公司的聯營公司或合營公司，其中另一間實體為該集團成員）。
 - (iii) 兩間實體皆為同一第三方的合營公司。
 - (iv) 一間實體為第三方實體的合營公司及另一間實體為第三方的聯營公司。
 - (v) 該實體屬以本集團或屬本集團關連實體的僱員為受益人的離職後福利計劃。倘本集團本身為一項計劃，提供資助的僱主亦與本集團有關連。
 - (vi) 該實體被於(1)項確認的人士控制或共同控制。
 - (vii) 於(1)(i)項確認的人士對該實體有重大影響力或屬該實體（或屬該實體的母公司）主要管理人員的成員。
 - (viii) 該實體或某一集團的任何成員公司向本集團或本集團母公司提供主要管理人員服務，而該實體也是該集團的成員。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Related party (Continued)

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

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 and include:

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(q) Separate financial statement

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

4. 重大會計政策 (續)

(p) 關連人士 (續)

關連人士交易指報告實體與一名關連人士之間的資源、服務或責任轉移，不論是否收取對價。

該名人士之近親為預期於與實體進行交易時可能影響該名人士或受該名人士影響之該等家族成員並包括：

- (i) 該名人士之子女及配偶或家庭夥伴；
- (ii) 該名人士之配偶或家庭夥伴之子女；及
- (iii) 該名人士或該名人士之配偶或家庭夥伴之家屬。

(q) 獨立財務報表

於附屬公司之投資按成本扣除減值列賬。成本包括直接應佔投資成本。附屬公司之業績乃由本公司按已收股息及應收款項基準入賬。

倘股息超出附屬公司宣派股息期間全面收入總額，或倘獨立財務報表中投資之賬面值超出綜合財務報表所示投資對象資產淨值（包括商譽）之賬面值，則須於自該投資收取股息時，對該等投資進行減值測試。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Subsidiaries

Subsidiaries are all entities (including special purpose entities) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group which qualifies as business combination, except for those acquisitions which qualify as a common control combination and are therefore accounted for using the merger accounting.

Under the purchase method of accounting, subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange and, all acquisition-related costs are expensed. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree at the non-controlling interest's proportionate share of the acquiree's net assets.

4. 重大會計政策 (續)

(r) 附屬公司

附屬公司指本集團有權控制其財務及營運政策，且一般擁有其過半數投票權之持股量之所有實體（包括特殊目的實體）。於評估本集團是否控制另一實體時，會考慮是否存在即時可行使或轉換至潛在投票權及其影響。

本集團收購附屬公司時，如符合綜合基準，即會採用購買會計處理法入賬，除非該收購符合共同控制合併原則，即會使用合併處理法入賬。

根據購買會計法，附屬公司在控制權轉移至本集團之日起全面綜合入賬。附屬公司在控制終止之日起停止綜合入賬。收購成本根據於交易日期所給予資產、所發行的股本工具及所產生或承擔的負債的公平值計算，而收購相關之成本予以支銷。在企業合併中所收購可識別資產以及所承擔的負債及或然負債，首先以彼等於收購日期的公平值計量。就每一筆收購，本集團可按非控股權益應佔被收購方資產淨值的比例，確認被收購方的非控股權益。

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4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(r) Subsidiaries (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statements of profit or loss and other comprehensive income.

(s) Government grant

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 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”.

4. 重大會計政策 (續)

(r) 附屬公司 (續)

轉移之代價、被收購方的任何非控股權益之金額及被收購方之原股本權益於收購日期的公平值超出所收購之可識別資產淨值公平值的部份，乃記作商譽入賬；如低於已購入附屬公司之資產淨值之公平值，差額乃直接於綜合損益及其他全面收益表內確認。

(s) 政府補助

政府補助僅會於出現本集團遵守政府補助所附帶的條件及將收取政府補助的合理保證的情況下方會確認。

與收入相關的政府補助乃作為已產生開支或虧損的應收補償或為向本集團提供即時財務支援而並無未來相關成本，即於其成為應收款項時在損益中確認。該等補助會於「其他收入」中呈列。

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5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgments in applying accounting policies

The followings are the critical judgments, apart from those involving estimations (see below), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

5. 重要會計判斷及估計不明朗因素之主要來源

在應用附註4所述的本集團會計政策時，本公司董事須就不可輕易自其他來源得悉的資產及負債賬面值作出判斷、估計及假設。估計及相關假設乃按過往經驗及被視為相關的其他因素得出。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準檢討。倘會計估計的修訂僅影響修訂期間，則於修訂有關估計期間確認該等修訂，或倘修訂影響當前及未來期間，則會於修訂期間及未來期間確認該等修訂。

應用會計政策之重要判斷

以下為管理層於應用本集團之會計政策時所作出以及對於綜合財務報表確認之金額有最重大影響之重要判斷（該等涉及估計者（見下文）除外）。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Critical judgments in applying accounting policies

(Continued)

(i) Construction contract revenue recognition

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

The Group recognises its contract revenue based on the satisfaction of the performance obligation either input method or output method, by reference to the contract costs incurred up to the end of reporting period as a percentage of total estimated costs for each contract or according to the percentage of work performed to date of individual contract of construction works as a percentage of total contract value. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

應用會計政策之重要判斷 (續)

(i) 建築合約收益確認

隨著合約工程進度，本集團審查及修訂每一份建築合約編製之合約收益、合約成本、改工指令及合約索償之估計。建築成本預算由管理層按不時參考所涉及的總承建商、供應商或供貨商提供之報價所編製的報價，加上管理層之經驗為基礎而釐定。為確保預算準確及更新，管理層對合約預算進行定期審查，比較預算金額及實際金額之差別。有關重大估計可能對各期間確認的溢利產生影響。

本集團根據對履約責任的履行以輸入法或產出法確認其合約收入，當中參考直至報告期末產生的合約成本佔各合約總估計成本的百分比或各獨立建築工程合約至今已進行的工程佔總合約價值之百分比。由於根據建造合約進行活動的性質，合約活動的訂立日期與活動的完成日期通常屬於不同的會計期間。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty

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

(i) *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.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源

以下為有關未來的主要假設以及於報告期末的估計不明朗因素的其他主要來源，此等假設及不明朗因素具有重大風險導致下一財政年度內的資產及負債賬面值出現重大調整。

(i) *物業、廠房及設備及使用權資產之預期減值*

物業、廠房及設備及使用權資產以按成本減累計折舊及減值(如有)列示。於釐定資產是否減值時，本集團須作出判斷及估計，尤其評估(1)是否有事件已發生或有任何指標可能影響資產價值；(2)資產賬面值是否能夠以可收回金額(如為使用價值)支持，即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。倘無法估計個別資產的可收回金額(包括使用權資產)，本集團會估計該資產所屬現金產生單位的可收回金額，包括在能夠確定合理及一致的分配基準的情況下的公司資產分配，否則，可收回金額按已分配相關公司資產的現金產生單位的最小組別釐定。更改有關假設及估計(包括現金流預測中的貼現率或增長率)，可對可收回金額產生重大影響。

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5. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Key sources of estimation uncertainty (Continued)

(i) **Estimated impairment of property, plant and equipment and right-of-use assets** (Continued)

As at 31 March 2023, the carrying amounts of right-of-use assets and property, plant and equipment subject to impairment assessment were approximately HK\$11,465,000 and HK\$16,635,000 (2022: approximately HK\$3,975,000 and HK\$17,922,000) respectively, after taking into account of the impairment losses of approximately HK\$Nil and HK\$Nil (2022: HK\$Nil and HK\$1,517,000) in respect of right-of-use assets and property, plant and equipment that have been recognised respectively. Details of the impairment of right-of-use assets and property, plant and equipment are disclosed in Notes 19 and 18 respectively.

5. 重要會計判斷及估計不明朗因素之主要來源 (續)

估計不明朗因素之主要來源 (續)

(i) **物業、廠房及設備及使用權資產之預期減值** (續)

於二零二三年三月三十一日，經計及已確認之使用權資產以及物業、廠房及設備減值虧損分別約零港元及零港元（二零二二年：零港元及1,517,000港元），須進行減值評估的使用權資產以及物業、廠房及設備之賬面值分別約為11,465,000港元及16,635,000港元（二零二二年：約3,975,000港元及17,922,000港元）。有關使用權資產以及物業、廠房及設備減值之詳情，分別於附註19及18披露。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

6. REVENUE

(i) Disaggregation of revenue from contracts with customers

| | |
|------------------------------|---------|
| Construction works | 建築工程 |
| Revenue recognised over time | 隨時間確認收益 |

(ii) Transaction price allocated to the remaining performance obligation for contracts with customers

The aggregated amount of the transaction price allocated to the remaining performance obligation under the Group's existing contracts is as follow:

| | |
|--------------------|------|
| Within one year | 一年內 |
| More than one year | 超過一年 |

This amount represents revenue expected to be recognised in the future from pre-completion construction contracts entered into by the customers with the Group.

6. 收益

(i) 客戶合約收益分拆

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 496,457 | 408,175 |
| 496,457 | 408,175 |

(ii) 分配至客戶合約餘下履約責任的交易價

根據本集團現有合約分配至餘下履約責任的交易價總額如下：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 398,248 | 265,950 |
| 628,637 | 695,840 |
| 1,026,885 | 961,790 |

該金額指日後將就客戶與本集團訂立的竣工前建築合約預期確認的收益。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

7. OTHER INCOME

| | |
|-----------------------------|-----------|
| Interest income | 利息收入 |
| Government subsidies (Note) | 政府補助 (附註) |
| Sundry income | 雜項收入 |

Note: During the year ended 31 March 2023, the Group recognised government grant of approximately HK\$2,442,000 (2022: HK\$nil) in respect of COVID-19 related subsidies which is related to Employment Support Scheme provided by Hong Kong Government and subsidy from Construction Industry Council of approximately HK\$119,000 (2022: HK\$nil).

7. 其他收入

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 14 | 82 |
| 2,561 | – |
| 2,028 | 4,405 |
| 4,603 | 4,487 |

附註： 於截至二零二三年三月三十一日止年度，本集團就與香港政府保就業計劃有關之COVID-19相關補貼確認政府補助約2,442,000港元（二零二二年：零港元）及來自建造業議會的補助約119,000港元（二零二二年：零港元）。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

8. OTHER GAINS/(LOSSES), NET

| | | | |
|------------------------------------------------------------------------------------|-------------------------------|-------|-------|
| Exchange gain, net | 匯兌收益，淨額 | 2 | 3 |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之收益淨額 | 1,217 | 453 |
| Net loss on termination of lease | 終止租賃的虧損淨額 | (237) | - |
| Allowance for ECL recognised for trade receivables, net | 就貿易應收款項確認之預期信貸虧損撥備，淨額 | (83) | (707) |
| Reversal of/(allowance for) ECL recognised for other receivables and deposits, net | 就其他應收款項及按金確認之預期信貸虧損撥回／(撥備)，淨額 | 122 | (53) |
| Allowance for ECL recognised for contract assets, net | 就合約資產確認之預期信貸虧損撥備，淨額 | (308) | (149) |
| Gain on modification of promissory note | 承兌票據修訂收益 | | |

8. 其他收益／(虧損)，淨額

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 2 | 3 |
| 1,217 | 453 |
| (237) | - |
| (83) | (707) |
| 122 | (53) |
| (308) | (149) |
| 6,722 | - |
| 7,435 | (453) |

9. SEGMENT INFORMATION

The Group's segment information is presented on the basis on internal reports that are regularly reviewed by the executive directors of the Company, being the chief operating decision maker ("CODM"), in order to allocate resources to the segments and assess their performance.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- (i) Provision of civil engineering services – provision of waterworks engineering services, road works and drainage services and site formation works for public sector in Hong Kong; and

9. 分部資料

本集團之分部資料乃根據本公司執行董事(即主要營運決策者(「主要營運決策者」))為分配資源至各分部及評估各分部表現而定期檢討之內部報告予以呈報。

具體而言，本集團根據香港財務報告準則第8號可呈報分部如下：

- (i) 提供土木工程服務—為香港公營部門提供水務工程服務、道路工程及渠務服務，亦從事地盤平整工程；及

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

- (ii) Media and advertising business – (a) the business of broadcasting television programmes on television channels operated by television broadcasting companies in the Asia-Pacific region (excluding the PRC) and (b) business of promoting digital marketing activities on overseas video platform in return for advertising and related revenue.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable and operating segments.

For the year ended 31 March 2023

| | |
|---------------------------------|-----------|
| Revenue from external customers | 來自外部客戶之收益 |
| Reportable segment results | 可呈報分部業績 |
| Unallocated corporate income | 未分配企業收入 |
| Unallocated corporate expenses | 未分配企業開支 |
| Finance costs | 融資成本 |
| Loss before income tax | 除所得稅前虧損 |

9. 分部資料 (續)

- (ii) 媒體及廣告業務—(a)在位於亞太區(不包括中國)之電視播放公司所經營之電視頻道進行電視節目播放的業務及(b)於海外視頻平台推廣數碼營銷活動的業務,以取得廣告及相關收益之業務。

由於各個貨品和服務類別需要不同的資源以及涉及不同的營銷手法,故上述各營運分部被分開管理。

分部收益及業績

本集團按可呈報及營運分部劃分的收益及業績分析如下。

截至二零二三年三月三十一日止年度

| Provision of civil engineering services 提供土木工程 服務 | Media and advertising business 媒體及廣告業務 | Total 總計 |
|---------------------------------------------------------------|-------------------------------------------------|-----------------|
| HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| 496,457 | - | 496,457 |
| (2,474) | (402) | (2,876) |
| | | 6,770 |
| | | (3,617) |
| | | (13,183) |
| | | (12,906) |

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 March 2022

| | | Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元 | Media and advertising business 媒體及廣告業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------|-----------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------|
| Revenue from external customers | 來自外部客戶之收益 | 408,175 | - | 408,175 |
| Reportable segment results | 可呈報分部業績 | (18,122) | (2,965) | (21,087) |
| Unallocated corporate income | 未分配企業收入 | | | 3,622 |
| Unallocated corporate expenses | 未分配企業開支 | | | (4,021) |
| Finance costs | 融資成本 | | | (20,573) |
| Loss before income tax | 除所得稅前虧損 | | | (42,059) |

There were no inter-segment sales for the years ended 31 March 2023 and 2022.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit/loss represents the profit earned/loss incurred by each segment without allocation of central administration costs, interest income, finance costs, change in fair value of financial assets at FVTPL, gains on modification of promissory note and income tax expense. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

9. 分部資料 (續)

分部收益及業績 (續)

截至二零二二年三月三十一日止年度

| | | Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元 | Media and advertising business 媒體及廣告業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------|-----------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------|
| Revenue from external customers | 來自外部客戶之收益 | 408,175 | - | 408,175 |
| Reportable segment results | 可呈報分部業績 | (18,122) | (2,965) | (21,087) |
| Unallocated corporate income | 未分配企業收入 | | | 3,622 |
| Unallocated corporate expenses | 未分配企業開支 | | | (4,021) |
| Finance costs | 融資成本 | | | (20,573) |
| Loss before income tax | 除所得稅前虧損 | | | (42,059) |

截至二零二三年及二零二二年三月三十一日止年度概無分部間銷售。

營運分部的會計政策與附註4所述的本集團會計政策相同。分部溢利／虧損指各分部在未分配中央行政成本、利息收入、融資成本、透過損益按公平值入賬之金融資產之公平值變動、承兌票據修訂收益及所得稅開支前所賺取的溢利／產生的虧損。此乃向主要營運決策者呈報以供其分配資源及評估表現之計量方式。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

At 31 March 2023

| | |
|--------------------------|------|
| Segment assets | 分部資產 |
| Unallocated | 未分配 |
| Consolidated assets | 綜合資產 |
| Segment liabilities | 分部負債 |
| Unallocated | 未分配 |
| Consolidated liabilities | 綜合負債 |

9. 分部資料 (續)

分部資產及負債

本集團按可呈報及營運分部劃分之資產及負債分析如下：

於二零二三年三月三十一日

| Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元 | Media and advertising business 媒體及廣告業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|----------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------|
| 193,741 | 41 | 193,782 |
| | | <hr/> 51,761 |
| | | <hr/> 245,543 |
| 220,320 | 34,447 | 254,767 |
| | | <hr/> 385,582 |
| | | <hr/> 640,349 |

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Segment assets and liabilities (Continued)

At 31 March 2022

| | | Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元 | Media and advertising business 媒體及廣告業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--------------------------|------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------|
| Segment assets | 分部資產 | 170,104 | 46 | 170,150 |
| Unallocated | 未分配 | | | 43,331 |
| Consolidated assets | 綜合資產 | | | 213,481 |
| Segment liabilities | 分部負債 | 182,623 | 34,345 | 216,968 |
| Unallocated | 未分配 | | | 381,821 |
| Consolidated liabilities | 綜合負債 | | | 598,789 |

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than cash and cash equivalents and corporate assets; and
- all liabilities are allocated to operating segments other than convertible notes, tax payable, deferred tax liabilities, promissory note and corporate liabilities.

9. 分部資料 (續)

分部資產及負債 (續)

於二零二二年三月三十一日

| | | Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元 | Media and advertising business 媒體及廣告業務 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--------------------------|------|----------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------|
| Segment assets | 分部資產 | 170,104 | 46 | 170,150 |
| Unallocated | 未分配 | | | 43,331 |
| Consolidated assets | 綜合資產 | | | 213,481 |
| Segment liabilities | 分部負債 | 182,623 | 34,345 | 216,968 |
| Unallocated | 未分配 | | | 381,821 |
| Consolidated liabilities | 綜合負債 | | | 598,789 |

為監察分部表現及分配分部資源：

- 除現金及現金等價物及企業資產外，所有資產均分配至營運分部；及
- 除可換股票據、應付稅項、遞延稅項負債、承兌票據及企業負債外，所有負債均分配至營運分部。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Other segment information

For the year ended 31 March 2023

| | | | | | |
|--------------------------------------------------------|----------------------|---------|---|------|---------|
| Additions to non-current assets | 添置非流動資產 | 18,965 | - | - | 18,965 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 7,353 | - | - | 7,353 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 3,564 | - | - | 3,564 |
| Allowance for ECL on contract assets, net | 合約資產預期信貸虧損撥備，淨額 | 308 | - | - | 308 |
| Allowance for ECL on trade receivables, net | 貿易應收款項預期信貸虧損撥備，淨額 | 83 | - | - | 83 |
| Reversal of ECL on other receivables and deposits, net | 其他應收款項及按金預期信貸虧損撥回，淨額 | (88) | - | (34) | (122) |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之收益淨額 | (1,217) | - | - | (1,217) |
| Net loss on termination of lease | 終止租賃的虧損淨額 | 237 | - | - | 237 |

9. 分部資料 (續)

其他分部資料

截至二零二三年三月三十一日止年度

| Provision of civil engineering services | Media and advertising business | Unallocated | Total |
|-----------------------------------------|--------------------------------|-------------|----------|
| 提供土木工程服務 | 媒體及廣告業務 | 未分配 | 總計 |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元 | 千港元 | 千港元 | 千港元 |
| 18,965 | - | - | 18,965 |
| 7,353 | - | - | 7,353 |
| 3,564 | - | - | 3,564 |
| 308 | - | - | 308 |
| 83 | - | - | 83 |
| (88) | - | (34) | (122) |
| (1,217) | - | - | (1,217) |
| 237 | - | - | 237 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 March 2022

9. 分部資料 (續)

其他分部資料 (續)

截至二零二二年三月三十一日止年度

| | | Provision of civil engineering services 提供土木工程 服務 HK\$'000 千港元 | Media and advertising business 媒體及 廣告業務 HK\$'000 千港元 | Unallocated 未分配 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---------------------------------------------------------|----------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------|---------------------------------------|--------------------------------|
| Additions to non-current assets | 添置非流動資產 | 10,998 | - | - | 10,998 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 10,679 | 42 | 46 | 10,767 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 545 | - | - | 545 |
| Allowance of ECL on contract assets, net | 合約資產預期信貸虧損撥備，淨額 | 149 | - | - | 149 |
| Allowance of ECL on trade receivables, net | 貿易應收款項預期信貸虧損撥備，淨額 | 707 | - | - | 707 |
| Allowance of ECL on other receivables and deposits, net | 其他應收款項及按金預期信貸虧損撥備，淨額 | 19 | - | 34 | 53 |
| Net gain on disposal of property, plant and equipment | 出售物業、廠房及設備之收益淨額 | (453) | - | - | (453) |
| Impairment loss on property, plant and equipment | 物業、廠房及設備減值虧損 | 476 | 1,041 | - | 1,517 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

9. SEGMENT INFORMATION (Continued)

Geographical information

Revenue from external customers of the Group was all derived Hong Kong for the years ended 31 March 2023 and 2022.

All non-current assets are located in Hong Kong.

Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

| | |
|---------------------------------|------------------|
| Customer A (Note (i)) | 客戶甲 (附註(i)) |
| Customer B (Notes (i) and (ii)) | 客戶乙 (附註(i)及(ii)) |
| Customer C (Notes (i) and (ii)) | 客戶丙 (附註(i)及(ii)) |
| Customer D (Notes (i) and (ii)) | 客戶丁 (附註(i)及(ii)) |
| Customer E (Notes (i)) | 客戶戊 (附註(i)) |
| Customer F (Notes (i)) | 客戶己 (附註(i)) |

Notes:

- (i) Revenue from provision of civil engineering service.
- (ii) The corresponding revenue did not contribute over 10% of the Group's revenue for the respective year.

9. 分部資料 (續)

地區資料

截至二零二三年及二零二二年三月三十一日止年度，本集團來自外部客戶之收益均產生自香港。

所有非流動資產均位於香港。

有關主要客戶之資料

來自相應年度佔本集團總收益超過10%之客戶之收益如下：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 75,274 | 51,661 |
| — | 81,137 |
| — | 42,185 |
| 92,791 | — |
| 135,470 | 87,858 |
| 99,928 | 79,236 |

附註：

- (i) 來自提供土木工程服務之收益。
- (ii) 各年度相應收益並無佔本集團總收益超過10%。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

10. PROFIT/(LOSS) FROM OPERATIONS

10. 營運溢利／（虧損）

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|------------------------------------------------------------------------------------|------------------------------|----------------------------------|----------------------------------|
| Profit/(loss) from operations has been arrived at after charging/(crediting): | 營運溢利／（虧損）乃經扣除／（計入）以下各項後計算得出： | | |
| Contract costs recognised as expenses* | 確認為開支之合約成本* | 493,037 | 417,531 |
| Auditors' remuneration | 核數師薪酬 | 650 | 650 |
| Depreciation of property, plant and equipment** | 物業、廠房及設備折舊** | 7,353 | 10,767 |
| Depreciation of right-of-use assets*** | 使用權資產折舊*** | 3,564 | 545 |
| Staff costs (note 11)**** | 員工成本（附註11）**** | 99,878 | 99,608 |
| Change in fair value of financial assets at fair value through profit or loss***** | 透過損益按公平值入賬之金融資產之公平值變動***** | - | (3,575) |
| Expenses relating to short-term leases | 有關短期租賃之開支 | 439 | 220 |

* Contract costs recognised as expenses mainly include subcontracting fee of approximately HK\$254,792,000 (2022: HK\$192,197,000) and raw materials of approximately HK\$62,459,000 (2022: HK\$34,696,000).

** Depreciation of property, plant and equipment of approximately HK\$6,505,000 (2022: HK\$9,867,000) and HK\$848,000 (2022: HK\$900,000) have been separately expensed in cost of services and administrative and operating expenses respectively.

*** Depreciation of right-of-use assets of approximately HK\$2,911,000 (2022: HK\$545,000) and HK\$653,000 (2022: HK\$ nil) have been separately expensed in cost of services and administrative and operating expenses respectively.

**** Included in the staff costs, approximately HK\$95,684,000 (2022: HK\$91,668,000) was charged in cost of services.

***** For the year ended 31 March 2022, the amount represented the realised gain from the financial assets at fair value through profit or loss.

* 確認為開支之合約成本主要包括分包費用約254,792,000港元（二零二二年：192,197,000港元）及原材料約62,459,000港元（二零二二年：34,696,000港元）。

** 物業、廠房及設備折舊約6,505,000港元（二零二二年：約9,867,000港元）及848,000港元（二零二二年：約900,000港元）已分別於服務成本及行政及經營開支支銷。

*** 使用權資產折舊約2,911,000港元（二零二二年：545,000港元）及653,000港元（二零二二年：零港元）已分別於服務成本及行政及經營開支支銷。

**** 員工成本包括約95,684,000港元（二零二二年：91,668,000港元）計入服務成本。

***** 截至二零二二年三月三十一日止年度，該金額指透過損益按公平值入賬之金融資產之已變現收益。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

11. STAFF COSTS

| | |
|-----------------------------------------------------------|-----------------|
| Staff costs (including directors' remuneration) comprise: | 員工成本(包括董事薪酬)包括: |
| Wages, salaries and other benefits | 工資、薪金及其他福利 |
| Contribution to defined contribution retirement plan | 定額供款退休計劃供款 |

11. 員工成本

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 97,722 | 97,046 |
| 2,156 | 2,562 |
| 99,878 | 99,608 |

12. FINANCE COSTS

| | |
|---------------------------------------|-------------|
| Interest on: | 以下各項之利息: |
| Lease liabilities | 租賃負債 |
| Promissory note (Note 27) | 承兌票據(附註27) |
| Default interest of convertible notes | 可換股票據違約利息 |
| Convertible notes (Note 28) | 可換股票據(附註28) |

12. 融資成本

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 377 | 108 |
| 2,708 | 1,716 |
| 10,098 | - |
| - | 18,749 |
| 13,183 | 20,573 |

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

(i) Directors' remuneration

The aggregate amounts of the remuneration paid and payable to the directors by the Group for the years ended 31 March 2023 and 2022 were as follows:

13. 董事酬金及高級管理層酬金

(i) 董事酬金

就截至二零二三年及二零二二年三月三十一日止年度已付及應付本集團董事之酬金總額如下：

| | | Salaries and Fees | other benefits | Bonus | Contributions to retirement benefit schemes | Total |
|--------------------------------------------------------|------------------------------|----------------------|----------------|----------|------------------------------------------------------|---------------|
| | | 袍金 | 薪金及 其他福利 | 花紅 | 退休福利 計劃供款 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Year ended 31 March 2023 | 截至二零二三年 三月三十一日止年度 | | | | | |
| <i>Executive director and chief executive officer:</i> | 執行董事及行政總裁： | | | | | |
| Dr. Li Yong Sheng (note (iii)) | 李永升博士 (附註(iii)) | - | - | - | - | - |
| <i>Executive Directors:</i> | 執行董事： | | | | | |
| Dr. Jiang Yan (note (iii)) | 姜岩博士 (附註(iii)) | - | - | - | - | - |
| Mr. Liu Da Yong (note (iii)) | 劉大勇先生 (附註(iii)) | - | - | - | - | - |
| Mr. Kan Kwok Cheung | 簡國祥先生 | - | 12,412 | - | 18 | 12,430 |
| <i>Non-executive Directors:</i> | 非執行董事： | | | | | |
| Ms. Tang Li (note (iii)) | 唐麗女士 (附註(iii)) | - | - | - | - | - |
| Mr. Law Cheuk Hung | 羅焯雄先生 | 12 | 1,280 | - | - | 1,292 |
| <i>Independent Non-executive Directors:</i> | 獨立非執行董事： | | | | | |
| Mr. Wu Guo Ming | 吳國銘先生 | 144 | - | - | - | 144 |
| Mr. Wan Chi Keung, Aaron | 尹志強先生 | 144 | - | - | - | 144 |
| Mr. Wong Chung Yip, Kenneth (note (i)) | 王忠業先生 (附註(i)) | 77 | - | - | - | 77 |
| | | 377 | 13,692 | - | 18 | 14,087 |

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(i) Directors' remuneration (Continued)

| | | Fees | Salaries and other benefits | Bonus | Contributions to retirement benefit schemes | Total |
|--------------------------------------------------------|-------------------|------------|-----------------------------|----------|---------------------------------------------|---------------|
| | | 袍金 | 薪金及其他福利 | 花紅 | 退休福利計劃供款 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Year ended 31 March 2022 | 截至二零二二年三月三十一日止年度 | | | | | |
| <i>Executive director and chief executive officer:</i> | <i>執行董事及行政總裁：</i> | | | | | |
| Dr. Li Yong Sheng (note (ii)) | 李永升博士 (附註(ii)) | - | - | - | - | - |
| <i>Executive Directors:</i> | <i>執行董事</i> | | | | | |
| Dr. Jiang Yan (note (ii)) | 姜岩博士 (附註(ii)) | - | - | - | - | - |
| Mr. Liu Da Yong (note (ii)) | 劉大勇先生 (附註(ii)) | - | - | - | - | - |
| Mr. Kan Kwok Cheung | 簡國祥先生 | - | 12,012 | - | 18 | 12,030 |
| <i>Non-executive Directors:</i> | <i>非執行董事</i> | | | | | |
| Ms. Tang Li (note (ii)) | 唐麗女士 (附註(ii)) | - | - | - | - | - |
| Mr. Law Cheuk Hung | 羅焯雄先生 | 12 | 1,200 | - | 18 | 1,230 |
| <i>Independent Non-executive Directors:</i> | <i>獨立非執行董事</i> | | | | | |
| Mr. Wu Guo Ming | 吳國銘先生 | 144 | - | - | - | 144 |
| Mr. Wan Chi Keung, Aaron | 尹志強先生 | 144 | - | - | - | 144 |
| Mr. Wong Chung Yip, Kenneth (note (i)) | 王忠業先生 (附註(i)) | 144 | - | - | - | 144 |
| | | <u>444</u> | <u>13,212</u> | <u>-</u> | <u>36</u> | <u>13,692</u> |

Note:

- (i) Resigned on 14 October 2022.
- (ii) The directors' emoluments were waived for the years ended 31 March 2023 and 2022.

附註：

- (i) 於二零二二年十月十四日辭任。
- (ii) 該等董事於截至二零二三年及二零二二年三月三十一日止年度放棄酬金。

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

13. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

(i) Directors' remuneration (Continued)

For the year ended 31 March 2023, directors' emoluments amounted to approximately HK\$48,000 (2022: approximately HK\$48,000) were waived. Waived contributions cannot be used to reduce ongoing contributions. There were no emoluments paid by the Group to any directors or chief executive officer as an inducement to join, or upon joining the Group or as compensation for loss of office.

14. EMPLOYEES' EMOLUMENTS

The five highest paid employees the Group during the year included two (2022: two) directors, details of whose remuneration are set out in note 13 above. Details of the remaining three (2022: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

13. 董事酬金及高級管理層酬金 (續)

(i) 董事酬金 (續)

截至二零二三年三月三十一日止年度，已放棄之董事酬金約為48,000港元(二零二二年：約48,000港元)。已放棄之酬金不可用於減少持續供款。本集團並無向任何董事或行政總裁支付任何酬金以作為勸誘彼等加入本集團或於加入時之獎勵或作為離職補償。

14. 僱員酬金

本集團於本年度之五名最高薪僱員中包括兩名(二零二二年：兩名)董事，有關董事酬金之詳情載於上文附註13。其餘三名(二零二二年：三名)最高薪僱員(並非本公司董事或主要行政人員)之詳情如下：

Basic salaries, bonuses and other allowances
Contributions to retirement benefit schemes

基本薪金、花紅及其他津貼
退休福利計劃供款

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 4,039 | 3,694 |
| 54 | 54 |
| 4,093 | 3,748 |

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

14. EMPLOYEES' EMOLUMENTS (Continued)

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元

During the years ended 31 March 2023 and 2022, none of five highest paid individuals waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the five highest paid individuals as an inducement to join, or upon joining the Group or as compensation for loss of office.

14. 僱員酬金 (續)

最高薪僱員 (並非本公司董事) 之酬金介乎下列範圍的人數如下：

| 2023 二零二三年 Number of employees 僱員人數 | 2022 二零二二年 Number of employees 僱員人數 |
|-------------------------------------------------|-------------------------------------------------|
| 3 | 3 |
| 3 | 3 |

於截至二零二三年及二零二二年三月三十一日止年度，五名最高薪人士概無放棄或同意放棄任何酬金，而本集團亦無向五名最高薪人士中任何人士支付任何酬金以作為勸誘彼等加入本集團或於加入時之獎勵或作為離職補償。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

15. INCOME TAX

The amount of income tax in the consolidated statement of profit or loss and other comprehensive income represents:

| | |
|--------------------------------------------|---------------|
| Current tax – Hong Kong Profits Tax | 當期稅項—香港利得稅 |
| – tax for the year | 一年內稅項 |
| – over-provision in respect of prior years | —過往年度超額撥備 |
| Deferred tax (Note 29) | 遞延稅項 (附註29) |
| – provision for the year | 一年內撥備 |
| Income tax (credit)/expenses | 所得稅 (抵免) / 開支 |

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity 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.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the “BVI”), the Company and its subsidiaries incorporated in BVI are not subject to any income tax in the Cayman Islands and the BVI respectively.

15. 所得稅

綜合損益及其他全面收益表之所得稅金額如下：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 260 | 218 |
| (4,011) | — |
| (3,751) | 218 |
| 302 | (125) |
| (3,449) | 93 |

根據香港利得稅的利得稅兩級制，合資格集團實體首2,000,000港元溢利將按8.25%徵稅，2,000,000港元以上溢利將按16.5%徵稅。利得稅兩級制下不合資格集團實體的溢利將繼續按劃一稅率16.5%徵稅。因此，合資格集團實體的香港利得稅首2,000,000港元的估計應課稅溢利按8.25%徵稅，2,000,000港元以上的估計應課稅溢利則按16.5%徵稅。

根據開曼群島及英屬處女群島（「英屬處女群島」）規則及法規，本公司及其於英屬處女群島註冊成立之附屬公司毋須繳納開曼群島及英屬處女群島各自之任何所得稅。

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15. INCOME TAX (Continued)

Under the prevailing tax law in the PRC, the Enterprise Income Tax rate of the subsidiary of the Company incorporated in the PRC is 25% (2022: 25%).

The tax expense/(credit) for the year can be reconciled to the loss before income tax per the consolidated statement of profit or loss and other comprehensive income as follows:

15. 所得稅 (續)

根據中國現行稅法，本公司於中國註冊成立之附屬公司之企業所得稅稅率為25% (二零二二年：25%)。

年內稅項開支／(抵免)與綜合損益及其他全面收益表所列之除所得稅前虧損之對賬如下：

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|
| Loss before income tax | 除所得稅前虧損 | (12,906) | (42,059) |
| Tax calculated at the rates, applicable to profits in the countries concerned | 按於有關國家所產生溢利適用之稅率計算之稅項 | (2,161) | (7,296) |
| Tax effect of expenses not deductible for tax purpose | 不可扣除稅項的開支之稅務影響 | 3,264 | 5,187 |
| Tax effect of income not taxable for tax purpose | 毋須課稅的收入之稅務影響 | (2,194) | (589) |
| Over-provision in respect of prior years | 過往年度超額撥備 | (1,075) | - |
| Tax effect of temporary difference not recognised | 未確認暫時差異之稅務影響 | 118 | (1,156) |
| Tax effect of utilisation of tax losses not recognised | 並無確認動用稅項虧損之稅務影響 | (2,936) | - |
| Tax effect of tax losses not recognised | 並無確認之稅項虧損之稅務影響 | 1,535 | 3,947 |
| Income tax (credit)/expenses | 所得稅 (抵免) / 開支 | (3,449) | 93 |

16. DIVIDENDS

The board of directors does not recommend the payments of any dividend in respect of the year ended 31 March 2023 (2022: nil).

16. 股息

董事會不建議就截至二零二三年三月三十一日止年度派付任何股息 (二零二二年：無)。

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17. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the owners of the Company is based on the following data:

| Loss | 虧損 |
|-----------------------------------------------------------------------------------------------------------------|----------------------------|
| Loss for the year attributable to the owners of the company for the purpose of basic and diluted loss per share | 用以計算每股基本及攤薄虧損的本公司擁有人應佔年內虧損 |
| Weighted average number of ordinary shares for the purpose of basic and diluted loss per share | 用以計算每股基本及攤薄虧損的普通股加權平均數 |

17. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| (9,440) | (41,729) |
| Number of shares 股份數目 | |
| '000 千股 | '000 千股 |
| 4,055,350 | 4,055,350 |

Diluted loss per share for the years ended 31 March 2023 and 2022 are the same as the basic loss per share. The computation of diluted loss per share for the years ended 31 March 2023 and 2022 does not assume the Company's outstanding convertible notes since the assumed conversion of convertible notes would result in a decrease in loss per share.

截至二零二三年及二零二二年三月三十一日止年度，每股攤薄虧損與每股基本虧損相等。由於假設兌換可換股票據將導致每股虧損減少，故計算截至二零二三年及二零二二年三月三十一日止年度之每股攤薄虧損並無計及本公司尚未兌換之可換股票據。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

| | | Leasehold Improvements 租賃物業裝修 HK\$'000 千港元 | Machineries 機器 HK\$'000 千港元 | Furnitures and fixtures 傢具及裝置 HK\$'000 千港元 | Office equipment 辦公設備 HK\$'000 千港元 | Motor vehicles 車輛 HK\$'000 千港元 | Site offices 地盤辦公室 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------------------|----------------------------|--------------------------------------------------------|--------------------------------------|--------------------------------------------------------|------------------------------------------------|--------------------------------------------|------------------------------------------|--------------------------------|
| Cost | 成本 | | | | | | | |
| At 1 April 2021 | 於二零二一年四月一日 | 2,724 | 77,156 | 3,186 | 10,810 | 51,071 | 15,225 | 160,172 |
| Additions | 添置 | - | 3,373 | 262 | 436 | 2,447 | - | 6,518 |
| Disposals | 出售 | (2,622) | - | (107) | (782) | (2,086) | - | (5,597) |
| Transfer from right-of-use assets | 轉撥自使用權資產 | - | - | - | - | 1,600 | - | 1,600 |
| Exchange differences | 匯兌差額 | (22) | - | - | 13 | - | - | (9) |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日 及二零二二年四月一日 | 80 | 80,529 | 3,341 | 10,477 | 53,032 | 15,225 | 162,684 |
| Additions | 添置 | - | 3,984 | 50 | 14 | 2,541 | - | 6,589 |
| Disposals | 出售 | - | (6,650) | - | (45) | (2,605) | - | (9,300) |
| Exchange differences | 匯兌差額 | - | - | - | (26) | - | - | (26) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 80 | 77,863 | 3,391 | 10,420 | 52,968 | 15,225 | 159,947 |
| Accumulated depreciation and impairment | 累計折舊及減值 | | | | | | | |
| At 1 April 2021 | 於二零二一年四月一日 | 2,684 | 69,747 | 3,058 | 10,622 | 35,698 | 15,225 | 137,034 |
| Depreciation charge for the year | 年內折舊開支 | - | 5,297 | 87 | 203 | 5,180 | - | 10,767 |
| Eliminated on disposals | 出售時對銷 | (2,622) | - | (107) | (780) | (1,612) | - | (5,121) |
| Transfer from right-of-use assets | 轉撥自使用權資產 | - | - | - | - | 534 | - | 534 |
| Impairment loss for the year | 年內減值虧損 | - | 1,429 | - | 47 | 41 | - | 1,517 |
| Exchange differences | 匯兌差額 | 18 | - | - | 13 | - | - | 31 |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日 及二零二二年四月一日 | 80 | 76,473 | 3,038 | 10,105 | 39,841 | 15,225 | 144,762 |
| Depreciation charge for the year | 年內折舊開支 | - | 2,371 | 80 | 94 | 4,808 | - | 7,353 |
| Eliminated on disposals | 出售時對銷 | - | (6,650) | - | (45) | (2,082) | - | (8,777) |
| Exchange differences | 匯兌差額 | - | - | - | (26) | - | - | (26) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 80 | 72,194 | 3,118 | 10,128 | 42,567 | 15,225 | 143,312 |
| Carrying amount | 賬面值 | | | | | | | |
| At 31 March 2023 | 於二零二三年三月三十一日 | - | 5,669 | 273 | 292 | 10,401 | - | 16,635 |
| At 31 March 2022 | 於二零二二年三月三十一日 | - | 4,056 | 303 | 372 | 13,191 | - | 17,922 |

During the year, the Group carried out a review of the recoverable amount of those property, plant and equipment. These assets are used in the Group's performance of provision of civil engineering services reportable segment.

於年內，本集團已對該等物業、廠房及設備之可收回金額進行審閱。該等資產用於本集團提供土木工程服務可呈報分部之表現。

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18. PROPERTY, PLANT AND EQUIPMENT (Continued)

Impairment assessment

During the year ended 31 March 2023, the Group estimates the recoverable amount of the property, plant and equipment and right of use assets based on higher of fair values less costs of disposal and value in use. The carrying amount of the relevant assets does not exceed the recoverable amount and no impairment has been recognised.

During the year ended 31 March 2022, the recoverable amounts of the property, plant and equipment and right of use assets have been determined based on their fair value less costs of disposal. The Group uses direct comparison to estimate the fair value less costs of disposal of the assets which is based on the recent transaction prices for the assets adjusted for nature and conditions. The fair value measurement is categorised into Level 3 fair value hierarchy. Certain assets were impaired to their recoverable amount and the impairment of HK\$1,517,000 has been recognised in profit or loss within the relevant functions to which these assets relate during the year.

18. 物業、廠房及設備 (續)

減值評估

截至二零二三年三月三十一日止年度，本集團根據公平值減出售成本與使用價值兩者中的較高者估計物業、廠房及設備以及使用權資產的可收回金額。相關資產的賬面金額不超過可收回金額，且未確認減值。

截至二零二二年三月三十一日止年度，物業、廠房及設備及使用權資產可收回金額乃根據其公平值減出售成本釐定。本集團採用直接比較法估算資產公平值減出售成本，該方法以資產最近交易價格為基礎，並根據性質及條件進行調整。公平值計量歸類為第三級公平值層級。若干資產已減值至其可收回金額，減值額1,517,000港元已於本年度根據該等資產相關職能於損益中確認。

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19. RIGHT-OF-USE ASSETS

19. 使用權資產

| | | Leased properties | Motor vehicles | Machineries | Assets related to television broadcasting business 與電視播放業務有關之資產 | Total |
|------------------------------------------------|----------------------------|-------------------------|-----------------------|-----------------------|-----------------------------------------------------------------|-----------------------|
| | | 租賃物業 HK\$'000 千港元 | 車輛 HK\$'000 千港元 | 機器 HK\$'000 千港元 | 資產 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| Cost: | 成本 | | | | | |
| At 1 April 2021 | 於二零二一年四月一日 | 9,956 | 1,600 | - | 4,809 | 16,365 |
| Additions (note (iii)) | 添置 (附註(iii)) | - | - | 4,480 | - | 4,480 |
| Transfer to property, plant and Equipment | 轉撥至物業、廠房及設備 | - | (1,600) | - | - | (1,600) |
| Disposal | 出售 | (9,060) | - | - | (4,809) | (13,869) |
| | | | | | | |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 896 | - | 4,480 | - | 5,376 |
| Additions (note (iii)) | 添置 (附註(iii)) | 2,760 | - | 9,616 | - | 12,376 |
| Termination | 終止 | - | - | (2,300) | - | (2,300) |
| Disposal | 出售 | (896) | - | - | - | (896) |
| | | | | | | |
| At 31 March 2023 | 於二零二三年三月三十一日 | 2,760 | - | 11,796 | - | 14,556 |
| | | | | | | |
| Accumulated depreciation and impairment | 累計折舊及減值 | | | | | |
| At 1 April 2021 | 於二零二一年四月一日 | 9,956 | 494 | - | 4,809 | 15,259 |
| Charge for the year | 年內開支 | - | 40 | 505 | - | 545 |
| Transfer to property, plant and Equipment | 轉撥至物業、廠房及設備 | - | (534) | - | - | (534) |
| Disposal | 出售 | (9,060) | - | - | (4,809) | (13,869) |
| | | | | | | |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 896 | - | 505 | - | 1,401 |
| Charge for the year | 年內開支 | 653 | - | 2,911 | - | 3,564 |
| Termination | 終止 | - | - | (978) | - | (978) |
| Disposal | 出售 | (896) | - | - | - | (896) |
| | | | | | | |
| At 31 March 2023 | 於二零二三年三月三十一日 | 653 | - | 2,438 | - | 3,091 |
| | | | | | | |
| Carrying amount | 賬面值 | | | | | |
| At 31 March 2023 | 於二零二三年三月三十一日 | 2,107 | - | 9,358 | - | 11,465 |
| | | | | | | |
| At 31 March 2022 | 於二零二二年三月三十一日 | - | - | 3,975 | - | 3,975 |

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19. RIGHT-OF-USE ASSETS (Continued)

19. 使用權資產 (續)

| | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--------------------------------------------------------------|----------------------------------|----------------------------------|
| Expenses relating to short-term leases 有關短期租賃之開支 | 439 | 220 |
| Total cash outflow for leases (note (i)) 租賃現金流出總額 (附註(i)) | 7,486 | 4,499 |
| Addition to right-of-use assets (note (ii)) 添置使用權資產 (附註(ii)) | 12,376 | 4,480 |

Note (i): Amount includes payments of principal of HK\$6,670,000 (2022: HK\$4,171,000) and interest portion of HK\$377,000 (2022: HK\$108,000) of lease liabilities and short-term lease of HK\$439,000 (2022: HK\$220,000).

附註(i): 相關金額包括租賃負債本金付款6,670,000港元(二零二二年: 4,171,000港元)及利息部分付款377,000港元(二零二二年: 108,000港元)以及短期租賃439,000港元(二零二二年: 220,000港元)。

Note (ii): Amount includes right-of-use assets resulting from hire purchase of machinery and renewal of lease.

附註(ii): 相關金額包括機器租購及重續租賃產生的使用權資產。

During the current year, the Group leases certain office premises and machinery with lease term of between 21 months to 30 months (2022: 21 months to 2 years). Leases 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.

本年度，本集團租賃若干辦公室物業及機器，租期為期21個月至30個月(二零二二年: 21個月至2年)。租賃條款乃按個別基準磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as securities for borrowing purpose.

除出租人持有的租賃資產的抵押權益外，租賃協議並無施加任何其他契諾。租賃資產不可就借貸用作抵押。

The impairment assessment are disclosed in Note 18.

減值測試於附註18披露。

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20. JOINT OPERATIONS

Details of investment in joint operations as at 31 March 2023 and 2022 were as follows:

| Name 名稱 | Place of operation 營運地點 |
|----------------------------------------------------------------------|-------------------------------------------------------------------------|
| Hsin Chong Tsun Yip Joint Venture (CV/2015/03) 新昌進業聯營(CV/2015/03) | Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業 |
| Hsin Chong Tsun Yip Joint Venture (CV/2016/10) 新昌進業聯營(CV/2016/10) | Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業 |
| Harvest-Tsun Yip Joint Venture (ND/2018/02) 軒誠一進業聯營 (ND/2018/02) | Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業 |
| Paul Y-Tsun Yip Joint Venture (4/WSD/19) 保華一進業聯營 (4/WSD/19) | Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業 |

20. 合營企業

於二零二三年及二零二二年三月三十一日於合營企業之投資詳情如下：

| Attributable interest to the Group 本集團應佔權益 | | Principal activity 主要業務 |
|--------------------------------------------------|---------------|----------------------------|
| 2023 二零二三年 | 2022 二零二二年 | |
| 43% | 43% | Civil engineering 土木工程 |
| 49% | 49% | Civil engineering 土木工程 |
| 49% | 49% | Civil engineering 土木工程 |
| 95% | 95% | Civil engineering 土木工程 |

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20. JOINT OPERATIONS (Continued)

| Name 名稱 | Place of operation 營運地點 |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------|
| Paul Y-Tsun Yip Joint Venture (CV/2019/04) 保華一進業聯營 (CV/2019/04) | Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業 |
| Paul Y-Tsun Yip Joint Venture (CV/2022/08) 保華一進業聯營 (CV/2022/08) | Unincorporated joint operation operating in Hong Kong 於香港營運之非屬法團合營企業 |

Note:

Pursuant to the terms of the joint agreements, the profit sharing for each year of all joint operations listed herein above shall be distributed to the joint operators in proportion to their respective interests.

20. 合營企業 (續)

| Attributable interest to the Group 本集團應佔權益 | | Principal activity 主要業務 |
|--------------------------------------------------|---------------|----------------------------|
| 2023 二零二三年 | 2022 二零二二年 | |
| 20% | 20% | Civil engineering 土木工程 |
| 30% | - | Civil engineering 土木工程 |

附註：

根據合營協議之條款，上述所有合營企業每年之溢利分配將依照各合營方所佔之權益比例分配予有關合營方。

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21. TRADE AND OTHER RECEIVABLES

21. 貿易及其他應收款項

| | |
|--------------------------------|--------------------|
| Trade receivables (Note (i)) | 貿易應收款項 (附註(i)) |
| Allowance for ECL | 預期信貸虧損撥備 |
| Other receivables (Notes (iv)) | 其他應收款項 (附註(iv)) |
| Deposits | 按金 |
| Allowance for ECL (Note (iii)) | 預期信貸虧損撥備 (附註(iii)) |
| Prepayment (Note (ii)) | 預付款項 (附註(ii)) |

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 74,051 | 82,645 |
| (3,431) | (3,348) |
| 70,620 | 79,297 |
| 814 | 698 |
| 3,643 | 6,759 |
| (28) | (150) |
| 4,429 | 7,307 |
| 49,598 | 37,662 |
| 124,647 | 124,266 |

Notes:

- (i) Trade receivables as at the end of the reporting period mainly derived from provision of construction works on civil engineering contracts. The related customers are mainly government department/organisation and reputable corporations. The Group does not hold any collateral over these balances.

An aging analysis of the trade receivables as of the end of the reporting period, based on the invoice date and net of allowance of ECL, is as follows:

| | |
|--------------------------------------------|--------------|
| Current to 1 month | 即期至1個月 |
| More than 1 month but less than 3 months | 超過1個月但少於3個月 |
| More than 3 months but less than 12 months | 超過3個月但少於12個月 |

附註：

- (i) 於報告期末之貿易應收款項主要來自提供土木工程合約之建築工程。相關客戶主要為政府部門／機構及聲譽良好之企業。本集團並無就該等結餘持有任何抵押。

貿易應收款項(經扣除預期信貸虧損撥備)截至報告期末根據發票日期之賬齡分析如下：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 56,322 | 68,040 |
| 13,826 | 11,257 |
| 472 | - |
| 70,620 | 79,297 |

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21. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(i) (Continued)

The Group grants an average credit period of 30 days (2022: 30 days) to its trade customers of contract works. Application for progress payments of contract works is made on a regular basis.

Movements in the allowance for ECL of trade receivables:

The following table shows movement in lifetime ECL that has been recognised for trade receivables in accordance with simplified approach.

| | | HK\$'000 千港元 |
|-----------------------------------|----------------------------|-----------------|
| At 1 April 2021 | 於二零二一年四月一日 | 11,792 |
| Allowance for ECL, net | 預期信貸虧損撥備，淨額 | 707 |
| Write-off | 撤銷 | (9,151) |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 3,348 |
| Allowance for ECL, net | 預期信貸虧損撥備，淨額 | 83 |
| At 31 March 2023 | 於二零二三年三月三十一日 | 3,431 |

Details of assessment of ECL are set out in Note 36.

(ii) As at 31 March 2023, prepayments mainly comprised of advance payment to subcontractors of approximately HK\$34,953,000 (2022: HK\$31,162,000) and prepaid insurance of approximately HK\$14,382,000 (2022: HK\$6,371,000).

21. 貿易及其他應收款項 (續)

附註：(續)

(i) (續)

本集團向其合約工程貿易客戶授出平均30日(二零二二年：30日)之信貸期。合約工程進度款項申請會定期進行。

貿易應收款項預期信貸虧損撥備變動：

下表載列全期預期信貸虧損變動已就貿易應收款項根據簡化法確認。

預期信貸虧損之評估詳情載於附註36。

(ii) 於二零二三年三月三十一日，預付款項主要包括向分包商支付之墊款約34,953,000港元(二零二二年：31,162,000港元)以及預付保險約14,382,000港元(二零二二年：6,371,000港元)。

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21. TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(iii) Movements in the allowance for ECL of other receivables and deposits:

The following table shows movement in 12m ECL that has been recognised for other receivables and deposits in accordance with general approach.

| | | 12m ECL 12個月預期 信貸虧損 HK\$'000 千港元 |
|------------------------------------|----------------------------|----------------------------------------------|
| At 1 April 2021 | 於二零二一年四月一日 | 97 |
| Allowance for ECL, net | 預期信貸虧損撥備，淨額 | <u>53</u> |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及 二零二二年四月一日 | 150 |
| Reversal of allowance for ECL, net | 預期信貸虧損撥備撥回，淨額 | <u>(122)</u> |
| At 31 March 2023 | 於二零二三年三月三十一日 | <u>28</u> |

Details of assessment of ECL are set out in Note 36.

- (iv) As at 31 March 2023, the other receivables mainly comprised of amounts due from other partners of joint operations of approximately HK\$29,000 (2022: HK\$40,000). The amounts are unsecured, interest-free and repayable on demand.

21. 貿易及其他應收款項 (續)

附註：(續)

(iii) 其他應收款項及按金預期信貸虧損撥備變動：

下表載列根據一般法就其他應收款項及按金確認之12個月預期信貸虧損變動。

預期信貸虧損之評估詳情載於附註36。

- (iv) 截至二零二三年三月三十一日，其他應收款項主要包括應收合營企業的其他合作夥伴款項約29,000港元（二零二二年：40,000港元）。該等款項無抵押、免息及按要求償還。

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22. CONTRACT ASSETS/CONTRACT LIABILITIES

22. 合約資產／合約負債

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|-------------------------------------------------|--------------|----------------------------------|----------------------------------|
| Contract assets: | 合約資產： | | |
| Retention receivables | 應收保留金 | 41,999 | 25,272 |
| Allowance for ECL, net | 預期信貸虧損撥備，淨額 | (822) | (514) |
| | | <u>41,177</u> | <u>24,758</u> |
| | | | |
| Contract liabilities: | 合約負債： | | |
| Construction work | 建築工程 | 87,215 | 63,653 |
| Contract with customers from advertising income | 客戶廣告收入合約 | 1,575 | 1,575 |
| | | <u>88,790</u> | <u>65,228</u> |

Note:

At 1 April 2021, contract assets amounted to HK\$10,408,000.

The contract assets primarily relate to the Group's rights to consideration for work completed but not yet billed because the rights are conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts at the reporting date. The contract assets are transferred to trade receivables where the rights become unconditional. The contract liabilities primarily relate to the advanced consideration received from customers, for which revenue is recognised based on the progress of the provision of related services.

The balance of contract assets (provision of civil engineering service) are expected to be recovered/settled more than one year.

附註：

於二零二一年四月一日，合約資產為10,408,000港元。

合約資產主要與本集團就已完成但尚未發出發票的工程而收取代價之權利有關，原因為於報告日期相關權利須待客戶於合約規定的一定期間內對服務質素表示滿意後方可作實。當權利成為無條件時，合約資產轉移至貿易應收款項。合約負債主要與從客戶收取的預付代價有關，其收益乃根據提供相關服務的進度確認。

合約資產（提供土木工程服務）之結餘預計於一年後收回／結算。

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22. CONTRACT ASSETS/CONTRACT LIABILITIES

(Continued)

Note: (Continued)

Contract assets and contract liabilities which are expected to be recovered/settled within Group's normal operating cycle, are classified as current.

Movement in the allowance for ECL of contract assets

The following table shows movement in lifetime ECL that has been recognised for contract assets in accordance with simplified approach.

At 1 April 2021
Allowance for ECL, net
Write-off

於二零二一年四月一日
預期信貸虧損撥備，淨額
撤銷

HK\$'000
千港元

6,178

149

(5,813)

At 31 March 2022 and 1 April 2022

於二零二二年三月三十一日及
二零二二年四月一日
預期信貸虧損撥備，淨額

514

308

At 31 March 2023

於二零二三年三月三十一日

822

22. 合約資產／合約負債 (續)

附註：(續)

預期將於本集團正常營運週期中收回／償付之合約資產及合約負債被分類為流動。

合約資產預期信貸虧損撥備之變動

下表載列根據簡化法就合約資產確認之全期預期信貸虧損變動。

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22. CONTRACT ASSETS/CONTRACT LIABILITIES

(Continued)

Note: (Continued)

The following provides information about contract liabilities from contract with customers:

| | |
|------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| At 1 April | 於四月一日 |
| Revenue from construction work recognised that was included in the contract liabilities balance at the beginning of the year | 於年初列入合約負債結餘的來自己確認的建築工程之收益 |
| Increase in contract liabilities as a result of advance from customers during the year | 年內因客戶墊款而導致合約負債增加 |
| Revenue from construction work recognised in respect of amount received during the year | 年內就已收取金額確認的建築工程收入 |
| At 31 March | 於三月三十一日 |

23. CASH AND CASH EQUIVALENTS

Bank balances carry interest at market rates which range from 0.001% – 0.30% (2022: 0.001% – 0.30%) per annum.

As at 31 March 2023, the cash and cash equivalents of the Group included currencies denominated in Renminbi amounted to approximately HK\$110,000 (2022: HK\$600,000) which is not freely convertible into other currencies.

22. 合約資產／合約負債 (續)

附註：(續)

以下載有客戶合約的合約負債之資料：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 65,228 | 62,613 |
| (60,068) | (60,786) |
| 371,409 | 288,251 |
| (287,779) | (224,850) |
| 88,790 | 65,228 |

23. 現金及現金等價物

銀行結餘按市場年利率介乎0.001%至0.30% (二零二二年：0.001%至0.30%) 計息。

於二零二三年三月三十一日，本集團之現金及現金等價物包括以人民幣計值之貨幣約110,000港元(二零二二年：600,000港元)，其不可自由兌換作其他貨幣。

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24. TRADE AND OTHER PAYABLES

24. 貿易及其他應付款項

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|------------------------------------------------------------------------|---------------------------|----------------------------------|----------------------------------|
| Trade payables | 貿易應付款項 | 55,467 | 56,326 |
| Retention money payables | 應付保留金 | 31,281 | 19,488 |
| Amounts due to a shareholder (Note (i)) | 應付一名股東款項 (附註(i)) | 24,587 | 24,587 |
| Interest payables (Note (ii)) | 應付利息 (附註(ii)) | 81,003 | 70,399 |
| Amount due to related parties (Note (iii)) | 應付關連人士款項 (附註(iii)) | 2,009 | 2,009 |
| Other payables and accruals (Note (iv)) | 其他應付款項及應計款項 (附註(iv)) | 42,358 | 44,526 |
| | | 236,705 | 217,335 |
| Less: payables within twelve months shown under current liabilities | 減：流動負債項下所示須於十二 個月內應付款項 | (229,928) | (217,335) |
| Interest payables shown under non- current liabilities | 非流動負債項下所示應付利息 | 6,777 | - |

Notes:

- (i) Amount due to a shareholder represents amount due to a major substantial shareholder of the Company, China Xinhua NNC, in respect of annual fee for television broadcasting right, carriage fee payment and satellite transmission fee which is unsecured, interest-free and repayable on demand.

附註：

- (i) 應付一名股東款項指應付一名本公司主要股東中國新華新聞電視網有關電視播放權年費、代付傳輸費及衛星轉播費之款項，為無抵押、免息及按要求償還。

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24. TRADE AND OTHER PAYABLES (Continued)

Notes: (Continued)

- (ii) Interest payables represented interest of promissory note and convertible notes of approximately HK\$6,777,000 and HK\$74,226,000 (2022: HK\$6,271,000 and HK\$64,128,000) respectively. As at 31 March 2023, the Company had default in repayment of principal amount of convertible notes of approximately HK\$257,030,000 (2022: HK\$257,030,000) and interest thereon of approximately HK\$74,226,000 (2022: HK\$64,128,000).
- (iii) Amount due to related parties represented amount due to 新華音像中心, 新華音像中心 and China Xinhua NNC which have a common shareholder, Xinhua News Agency (新華社). The amount is unsecured, interest-free and repayable on demand.
- (iv) As at 31 March 2023, the other payables mainly comprised of amounts due to other parties of joint operations of approximately HK\$12,417,000 (2022: HK\$12,316,000). The amounts are unsecured, interest-free and repayable on demand.

The Group normally settles trade payables within 30 days (2022: 30 days) credit term. Based on the invoice date, ageing analysis of trade payables at the end of the reporting period is as follows:

| | |
|--------------------------------------------|--------------|
| Current to 1 month | 即期至1個月 |
| More than 1 month but less than 3 months | 超過1個月但少於3個月 |
| More than 3 months but less than 12 months | 超過3個月但少於12個月 |
| More than 12 months | 超過12個月 |

24. 貿易及其他應付款項 (續)

附註：(續)

- (ii) 應付利息指承兌票據及可換股票據的利息，分別約為6,777,000港元及74,226,000港元（二零二二年：6,271,000港元及64,128,000港元）。於二零二三年三月三十一日，本公司已拖欠償還可換股票據本金額約257,030,000港元（二零二二年：257,030,000港元）及利息約74,226,000港元（二零二二年：64,128,000港元）。
- (iii) 應付關連人士款項指應付新華音像中心之款項。新華音像中心與中國新華新聞電視網之共同股東為新華社。該款項為無抵押、免息及按要求償還。
- (iv) 於二零二三年三月三十一日，其他應付款項主要包括應付合營企業的其他合作夥伴款項約12,417,000港元（二零二二年：12,316,000港元）。該等款項屬無抵押、免息及按要求償還。

本集團一般於30日（二零二二年：30日）之信貸期內清償貿易應付款項。根據發票日期，報告期末貿易應付款項的賬齡分析如下：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 35,775 | 32,142 |
| 16,888 | 21,389 |
| 7 | 237 |
| 2,797 | 2,558 |
| 55,467 | 56,326 |

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25. LEASE LIABILITIES

The weighted average incremental borrowing rates applied to lease liabilities range from 2.35% to 5.85% (2022: 2.35% to 5.25%). The Group has options to purchase the equipment for a nominal amount at the end of the lease terms. No arrangements have been entered into for contingent rental payments.

Lease liabilities payable:

| | |
|----------------------------------------------------------------------------------|-------------------------|
| Within one year | 於一年內 |
| More than one year but not exceeding two years | 超過一年但不超過兩年 |
| Less: Future finance charges | 減：未來融資開支 |
| Present value of lease obligations | 租賃責任之現值 |
| Less: Amount due for settlement within 12 months shown under current liabilities | 減：於十二個月內到期結算之款項(列作流動負債) |
| Amount due for settlement after 12 months | 於十二個月後到期結算之款項 |

The net carrying value of leased assets used to secure the lease obligations was approximately HK\$9,358,000 (2022: HK\$3,975,000).

25. 租賃負債

適用於租賃負債的加權平均增量借款利率介乎2.35%至5.85% (二零二二年：2.35%至5.25%)。本集團有權於租期末以名義金額購買設備。並無就或然租金付款訂立任何安排。

應付租賃負債：

| Minimum lease payments | | Present value of minimum lease payments | |
|------------------------|----------|-----------------------------------------|----------|
| 最低租賃款 | | 最低租賃款之現值 | |
| 2023 | 2022 | 2023 | 2022 |
| 二零二三年 | 二零二二年 | 二零二三年 | 二零二二年 |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 千港元 | 千港元 | 千港元 | 千港元 |
| 5,878 | 2,782 | 5,558 | 2,648 |
| 2,968 | 1,239 | 2,907 | 1,221 |
| 8,846 | 4,021 | 8,465 | 3,869 |
| (381) | (152) | - | - |
| 8,465 | 3,869 | 8,465 | 3,869 |
| | | (5,558) | (2,648) |
| | | 2,907 | 1,221 |

用於抵押租賃責任的租賃資產的賬面淨值約為9,358,000港元 (二零二二年：3,975,000港元)。

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26. EMPLOYEE BENEFITS

| | |
|-----------------------------------|---------|
| Annual leave entitlement | 年假權利 |
| Long service payments entitlement | 長期服務金權利 |

26. 僱員福利

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 4,849 | 6,088 |
| 1,665 | 1,502 |
| 6,514 | 7,590 |

27. PROMISSORY NOTE

A promissory note with a principal amount of HK\$45,040,000 was issued by Profit Station Limited (“**Profit Station**”), a direct wholly-owned subsidiary of the Company on 11 August 2011 (the “**Issue Date**”) upon the completion of the acquisition of 17% of equity interests in China New Media (HK) Company Limited. The promissory note is unsecured, carried interest at the rate of 3% per annum and matured on 11 August 2014. Profit Station might early redeem all or part of the promissory note at any time from the Issue Date. Unless previously redeemed, Profit Station will redeem the promissory note on its maturity date.

On 11 August 2014 (the “**Renewal Date**”), Profit Station has entered into an extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 11 August 2014 to 11 August 2017 and the extended promissory note will be non-interest bearing with effect from 11 August 2014 till 11 August 2017. Furthermore, the noteholder has agreed to waive the interest accrued on the promissory note amounting to approximately HK\$4,054,000 for the period from 11 August 2011 to 11 August 2014. Except the abovementioned, other terms and conditions of the promissory note remain unchanged.

27. 承兌票據

本公司之直接全資附屬公司Profit Station Limited (「**Profit Station**」) 於二零一一年八月十一日 (「**發行日期**」) 完成收購中國新媒體 (香港) 有限公司之17%股本權益後發行本金額為45,040,000港元之承兌票據。承兌票據為無抵押、按年利率3厘計息及於二零一四年八月十一日到期。Profit Station可於發行日期後任何時間提前贖回全部或部分承兌票據。除非之前已被贖回，否則Profit Station將於其到期日贖回承兌票據。

於二零一四年八月十一日 (「**更新日期**」)，Profit Station與承兌票據之票據持有人已訂立延長協議，據此，承兌票據之到期日自二零一四年八月十一日延長至二零一七年八月十一日，且經延長之承兌票據將自二零一四年八月十一日起至二零一七年八月十一日止免息。此外，票據持有人已同意免除承兌票據自二零一一年八月十一日至二零一四年八月十一日期間產生之利息約4,054,000港元。除上述者外，承兌票據之其他條款及條件維持不變。

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27. PROMISSORY NOTE (Continued)

On 15 December 2017 (the “**Second Renewal Date**”), Profit Station has entered into the second extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 11 August 2017 to 31 December 2018 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 31 December 2018. Except the abovementioned, other terms and conditions of the promissory note remain unchanged.

On 15 February 2019 (the “**Third Renewal Date**”), Profit Station has entered into the third extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 31 December 2018 to 30 June 2020 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 30 June 2020. Except the abovementioned, other terms and conditions of the promissory note remain unchanged.

On 9 March 2021 (the “**Fourth Renewal Date**”), Profit Station has entered into the fourth extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 30 June 2020 to 30 June 2022 and the extended promissory note will bear interest of 3% per annum with effect from 11 August 2017 till 30 June 2022. Except the abovementioned, other terms and conditions of the promissory note remain unchanged.

27. 承兌票據 (續)

於二零一七年十二月十五日(「**第二次更新日期**」), Profit Station與承兌票據之票據持有人已訂立第二次延長協議, 據此, 承兌票據之到期日自二零一七年八月十一日延長至二零一八年十二月三十一日, 且經延長之承兌票據將自二零一七年八月十一日起至二零一八年十二月三十一日止按年利率3厘計息。除上述者外, 承兌票據之其他條款及條件維持不變。

於二零一九年二月十五日(「**第三次更新日期**」), Profit Station與承兌票據之票據持有人已訂立第三次延長協議, 據此, 承兌票據之到期日自二零一八年十二月三十一日延長至二零二零年六月三十日, 且經延長之承兌票據將自二零一七年八月十一日起至二零二零年六月三十日止按年利率3厘計息。除上述者外, 承兌票據之其他條款及條件維持不變。

於二零二一年三月九日(「**第四次更新日期**」), Profit Station與承兌票據之票據持有人已訂立第四次延長協議, 據此, 承兌票據之到期日自二零二零年六月三十日延長至二零二二年六月三十日, 且經延長之承兌票據將自二零一七年八月十一日起至二零二二年六月三十日止按年利率3厘計息。除上述者外, 承兌票據之其他條款及條件維持不變。

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27. PROMISSORY NOTE (Continued)

On 31 August 2022 (the “Fifth Renewal Date”), Profit Station has entered into the fifth extension agreement with the noteholder of the promissory note pursuant to which the maturity date of the promissory note was extended from 30 June 2022 to 30 June 2024 and the extended promissory note will bear interest of 0.5% per annum with effect from 1 July 2022 till 30 June 2024. Except the abovementioned, other terms and conditions of the promissory note remain unchanged.

On Fifth Renewal Date, the fair value of the liability component of the extended promissory note was reassessed and calculated using an equivalent market interest rate for an equivalent instrument at the Fifth Renewal Date. The fair value of the extended promissory note at the Fifth Renewal Date amounted to approximately HK\$38,318,000. The fair value is calculated using discounted cash flow method at a rate of 18.25%.

27. 承兌票據 (續)

於二零二二年八月三十一日(「第五次更新日期」)，Profit Station與承兌票據之票據持有人已訂立第五次延長協議，據此，承兌票據之到期日自二零二二年六月三十日延長至二零二四年六月三十日，且經延長之承兌票據將自二零二二年七月一日起至二零二四年六月三十日止按年利率0.5厘計息。除上述者外，承兌票據之其他條款及條件維持不變。

於第五次更新日期，經延長之承兌票據之負債部分之公平值於第五次更新日期乃以等價工具之等值市場利率重估及計算。經延長之承兌票據之公平值於第五次更新日期為約38,318,000港元。公平值乃採用貼現現金流量法以18.25%之貼現率計算。

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------------------------------|-------------------|----------------------------------|----------------------------------|
| At 1 April | 於四月一日 | 44,949 | 44,584 |
| Gain arising on modification of promissory note (Note 8) | 承兌票據修訂產生之收益 (附註8) | (6,722) | - |
| Interest expense | 利息開支 | 2,708 | 1,716 |
| Interest payables | 應付利息 | (506) | (1,351) |
| At 31 March | 於三月三十一日 | <u>40,429</u> | <u>44,949</u> |

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28. CONVERTIBLE NOTES

On 9 December 2011, the Company issued convertible notes with the principal amount of approximately HK\$607,030,000, carried interest at the rate of 5% per annum as part of the consideration for the acquisition of Xinhua TV Asia Pacific Operating Co., Limited. Each note entitles the holder to convert to ordinary shares at a conversion price of approximately HK\$0.196 per share.

Conversion may occur at any time between 9 December 2011 and 8 December 2014. If the notes have not been converted, the Company will redeem on 9 December 2014 at the outstanding principal amount. Interest of 5% per annum will be paid annually until the notes are converted or redeemed.

On 9 December 2014, the Company entered into the supplemental deed with China Xinhua NNC pursuant to which the Company and China Xinhua NNC agreed to amend certain terms and conditions of the convertible notes, where (i) the maturity date of the convertible notes will be extended for 3 years and the conversion period will accordingly be extended for 3 years to 9 December 2017; and (ii) the interest rate of the convertible notes will be amended from 5% per annum to 3% per annum for the extended period, being from 9 December 2014 to 9 December 2017.

On 13 December 2017, the Company entered into the second supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 1 year and the conversion period will accordingly be extended for 1 year to 9 December 2018.

28. 可換股票據

於二零一一年十二月九日，本公司發行本金額為約607,030,000港元，按年利率5厘計息之可換股票據，作為收購新華電視亞太台運營有限公司之部分代價。每份票據賦予持有人權利按每股股份約0.196港元之兌換價兌換為普通股。

可換股票據可於二零一一年十二月九日至二零一四年十二月八日期間內隨時兌換。倘票據尚未兌換，本公司將於二零一四年十二月九日贖回未行使本金額。每年5厘之利息將須按年支付，直至其獲兌換或贖回。

於二零一四年十二月九日，本公司與中國新華新聞電視網訂立補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之若干條款及條件，其中(i)可換股票據之到期日將延長3年，且兌換期相應延長3年至二零一七年十二月九日；及(ii)延長期間(即二零一四年十二月九日至二零一七年十二月九日)之可換股票據之利率將由每年5厘修訂為每年3厘。

於二零一七年十二月十三日，本公司與尚未兌換可換股票據唯一持有人中國新華新聞電視網訂立第二份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長1年，且兌換期將相應延長1年至二零一八年十二月九日。

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28. CONVERTIBLE NOTES (Continued)

On 9 December 2018, the Company entered into the third supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 2 years and the conversion period will accordingly be extended for 2 years to 9 December 2020.

On 25 January 2021, the Company entered into the fourth supplemental deed with China Xinhua NNC, the sole holder of the outstanding convertible notes, pursuant to which the Company and China Xinhua NNC agreed to amend the term and condition of the convertible notes, where the maturity date of the convertible notes will be extended for 1 year and the conversion period will accordingly be extended for 1 year to 9 December 2021. Except the abovementioned, other terms and conditions of the convertible notes remain unchanged.

On 9 December 2021, the Company had default in repayment of principal amount of convertible notes of approximately HK\$257,030,000 and interest thereon of approximately HK\$64,128,000.

The convertible notes contain two components, liability component and equity component. The equity component is presented in equity heading “convertible notes equity reserves”. The effective interest rate of the liability component is 11.27% from 9 December 2020 to 9 December 2021.

28. 可換股票據 (續)

於二零一八年十二月九日，本公司與尚未兌換可換股票據唯一持有人中國新華新聞電視網訂立第三份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長2年，且兌換期將相應延長2年至二零二零年十二月九日。

於二零二一年一月二十五日，本公司與尚未兌換可換股票據唯一持有人中國新華新聞電視網訂立第四份補充契據，據此本公司與中國新華新聞電視網同意修訂可換股票據之條款及條件，其中可換股票據之到期日將延長1年，且兌換期將相應延長1年至二零二一年十二月九日。除上文所述者外，可換股票據之其他條款及條件維持不變。

於二零二一年十二月九日，本公司有尚未償還可換股票據本金金額約257,030,000港元及其利息約64,128,000港元。

可換股票據由兩個部分組成，分別為負債部分及權益部分。權益部分於權益中「可換股票據權益儲備」項下呈列。負債部分之實際利率自二零二零年十二月九日起至二零二一年十二月九日止為11.27厘。

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28. CONVERTIBLE NOTES (Continued)

28. 可換股票據 (續)

HK\$'000
千港元

Equity component at 1 April 2021, 31 March
2022, 1 April 2022 and 31 March 2023

於二零二一年四月一日、
二零二二年三月三十一日、
二零二二年四月一日及
二零二三年三月三十一日之
權益部分

14,400

Liability component at 1 April 2021
Interest charged calculated at an effective
rate of 11.27% (Note 12)
Interest payables

於二零二一年四月一日之負債部分
按實際利率11.27厘計算之利息開支
(附註12)
應付利息

243,605

18,749

(5,324)

Liability component at 31 March 2022,
1 April 2022 and 31 March 2023

於二零二二年三月三十一日、
二零二二年四月一日及二零二三年
三月三十一日之負債部分

257,030

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29. DEFERRED TAXATION

The followings are the deferred tax balances recognised in the consolidated statement of financial position and the movements thereon:

| | | Accelerated depreciation allowances 加速折舊 撥備 |
|--------------------------------------------------|------------------------|--------------------------------------------------------------------|
| | | <i>HK\$'000</i> 千港元 |
| At 1 April 2021 | 於二零二一年四月一日 | 2,106 |
| Credit to profit or loss for the year (Note 15) | 年內於損益計入 (附註15) | <u>(125)</u> |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及二零二二年四月一日 | 1,981 |
| Charged to profit or loss for the year (Note 15) | 年內於損益支銷 (附註15) | <u>302</u> |
| At 31 March 2023 | 於二零二三年三月三十一日 | <u>2,283</u> |

At the end of the reporting period, the Group has unused tax losses of approximately HK\$206,246,000 (2022: approximately HK\$214,737,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profits streams.

29. 遞延稅項

綜合財務狀況表內確認之遞延稅項結餘及其變動如下：

| | | Accelerated depreciation allowances 加速折舊 撥備 |
|--------------------------------------------------|------------------------|--------------------------------------------------------------------|
| | | <i>HK\$'000</i> 千港元 |
| At 1 April 2021 | 於二零二一年四月一日 | 2,106 |
| Credit to profit or loss for the year (Note 15) | 年內於損益計入 (附註15) | <u>(125)</u> |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及二零二二年四月一日 | 1,981 |
| Charged to profit or loss for the year (Note 15) | 年內於損益支銷 (附註15) | <u>302</u> |
| At 31 March 2023 | 於二零二三年三月三十一日 | <u>2,283</u> |

於報告期末，本集團有未動用稅項虧損約為206,246,000港元（二零二二年：約214,737,000港元）可用作抵銷可無限期結轉之未來溢利。由於未來溢利來源難以預測，故並無就稅項虧損確認遞延稅項資產。

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30. SHARE CAPITAL

Ordinary shares of HK\$0.001 each

Authorised:

At 1 April 2021, 31 March
2022, 1 April 2022 and
31 March 2023

法定：

於二零二一年四月一日、
二零二二年三月三十一日、
二零二二年四月一日及
二零二三年三月三十一日

Issued and fully paid:

At 1 April 2021, 31 March
2022, 1 April 2022 and
31 March 2023

已發行及繳足：

於二零二一年四月一日、
二零二二年三月三十一日、
二零二二年四月一日及
二零二三年三月三十一日

30. 股本

每股面值0.001港元之普通股

Number of
shares
股份數目

Share
capital
股本
HK\$'000
千港元

500,000,000,000

500,000

4,055,349,947

4,055

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31. RESERVES

The following describes the nature and purpose of each reserve within owners' equity:

Reserve 儲備

Share premium

股份溢價

Foreign currency translation
reserves

外幣換算儲備

Other reserves

其他儲備

Accumulated losses
累計虧損

Capital reserves

資本儲備

31. 儲備

下文描述擁有人權益中各個儲備的性質及目的：

Description and purpose 描述及目的

Under the Companies Law of the Cayman Islands, the share premium account of the Company is distributable to the shareholders provided that immediately following that date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts when they fall due in the ordinary course of business.

根據開曼群島公司法，本公司股份溢價可供分派予股東，惟緊隨擬派付股息之日期後，本公司將能夠支付日常業務過程中到期的債務。

Foreign currency translation reserve represents foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 4.

外幣換算儲備指換算境外業務之財務報表所產生之外匯匯兌差額。該儲備根據附註4載列之會計政策處理。

Other reserve of the Company represents the difference between the consolidated net assets of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the Company's shares issued for the acquisition at the time of the Reorganisation.

本公司的其他儲備指附屬公司被本公司收購之日的綜合資產淨值與本公司於重組之時收購已發行之股份的面值之差額。

Cumulative net losses recognised in profit or loss.
於損益中確認之累計虧損淨額。

The capital reserve of the Group represents the additions during the year represent the injection of additional paid-up capital by the shareholder.
本集團的資本儲備指年內添置，指股東作出之額外繳足股本注資。

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32. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES 32. 融資活動產生之負債對賬

| | | Lease Liabilities (Note 25) 租賃負債 (附註25) HK\$'000 千港元 | Promissory note (Note 27) 承兌票據 (附註27) HK\$'000 千港元 | Convertible notes (Note 28) 可換股票據 (附註28) HK\$'000 千港元 | Interest payables (Note 24) 應付利息 (附註24) HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|------------------------------------------|-------------------------------|------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------|--------------------------------|
| At 1 April 2021 | 於二零二一年四月一日 | 3,560 | 44,584 | 243,605 | 63,724 | 355,473 |
| Cash outflow: | 現金流出: | | | | | |
| Repayment of lease liabilities | 償還租賃負債 | (4,279) | - | - | - | (4,279) |
| Other non-cash movements: | 其他非現金變動: | | | | | |
| Addition of lease liabilities | 添置租賃負債 | 4,480 | - | - | - | 4,480 |
| Interest expense (Note 12) | 利息開支 (附註12) | 108 | 1,716 | 18,749 | - | 20,573 |
| Interest payables | 應付利息 | - | (1,351) | (5,324) | 6,675 | - |
| | | <u>3,869</u> | <u>44,949</u> | <u>257,030</u> | <u>70,399</u> | <u>376,247</u> |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及二零二二年四月一日 | | | | | |
| Cash outflow: | 現金流出: | | | | | |
| Repayment of lease liabilities | 償還租賃負債 | (7,047) | - | - | - | (7,047) |
| Other non-cash movements: | 其他非現金變動: | | | | | |
| Gain on modification of promissory note | 承兌票據修訂收益 | - | (6,722) | - | - | (6,722) |
| Termination of lease | 終止租賃 | (1,085) | - | - | - | (1,085) |
| Addition of lease liabilities | 添置租賃負債 | 12,351 | - | - | - | 12,351 |
| Interest expense (Note 12) | 利息開支 (附註12) | 377 | 2,708 | 10,098 | - | 13,183 |
| Interest payables | 應付利息 | - | (506) | (10,098) | 10,604 | - |
| | | <u>8,465</u> | <u>40,429</u> | <u>257,030</u> | <u>81,003</u> | <u>386,927</u> |
| At 31 March 2023 | 於二零二三年三月三十一日 | | | | | |

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33. SHARE-BASED PAYMENT

The Company's share option scheme (the “**Share Option Scheme**”) was adopted pursuant to a resolution passed at a board meeting held on 11 August 2010 for the primary purpose of providing incentives or rewards to participants for their contribution to the Group. The Share Option Scheme expired on 10 August 2021. Under the Share Option Scheme, the Board may grant options to the Directors, employees, non-executive Directors, suppliers of goods and services, customers, advisors and consultants, shareholders or any of its subsidiaries for the primary purpose of providing incentives to them, to subscribe for shares in the Company with the payment of HK\$1 per offer.

The total number of shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% of the Shares of the Company in issue at the date of listing of the Shares unless the Company obtains the approval of the Shareholders in general meeting for refreshing such 10% limit, in which case the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company as “refreshed” shall not exceed 10% of the total number of Shares in issue as at the date of the approval of the Shareholders on the refreshment of the limit. The number of Shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the Shares of the Company in issue at any point in time, without prior approval from the Company's Shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's Shareholders.

33. 以股份為基礎之付款

本公司根據於二零一零年八月十一日舉行之董事會會議通過之決議案採納購股權計劃（「購股權計劃」），主要旨在就參與者對本集團之貢獻向彼等提供鼓勵或獎勵。購股權計劃於二零二一年八月十日屆滿。根據購股權計劃，董事會可向董事、僱員、非執行董事、貨品及服務之供應商、客戶、顧問及諮詢公司、股東或其任何附屬公司授出購股權，主要旨在向彼等提供鼓勵，以透過每份要約支付1港元之方式認購本公司股份。

根據購股權計劃可能授出之購股權所涉及股份總數，不得超過於股份上市日期本公司之已發行股份的10%，惟本公司於股東大會上獲股東批准更新有關10%限額除外。在此情況下，根據「經更新」購股權計劃及本公司任何其他購股權計劃可能授出之購股權所涉及股份總數，不得超過股東批准更新限額當日已發行股份總數的10%。在未獲得本公司股東事先批准的情況下，於任何一年內可能向任何人士授出之購股權所涉及股份數目，不得超過本公司於任何時間點之已發行股份的1%。倘授予主要股東或獨立非執行董事之購股權超過本公司股本之0.1%或價值超過5,000,000港元，則有關購股權之授予須獲本公司股東事先批准。

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33. SHARE-BASED PAYMENT (Continued)

Options granted must be taken up within 21 business days of the date of grant, upon payment of HK\$1 per each grant of options. Options may be exercised in whole or in part by the grantee (or his legal personal representatives) at any time before the expiry of the period to be determined and notified by the board to the grantee which in any event shall not be longer than ten years commencing on the date of the offer letter and expiring on the last day of such ten-year period subject to the provisions for early termination as contained in the Share Option Scheme. The exercise price is determined by the Directors and will not be less than the highest of the closing price of the Shares on the Stock Exchange on the date of grant, the average closing prices of the Shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options or the nominal value of the Shares.

All share-based employee compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the shares.

During the year ended 31 March 2022, no share option was granted, exercised, expired or lapsed and there is no outstanding share option under the Share Option Scheme.

33. 以股份為基礎之付款 (續)

授出的購股權須於授出日期起計21個營業日內獲接納，並須就每次授出購股權支付1港元。承授人（或其法定遺產代理人）可於董事會釐定及通知承授人的期間（無論如何不得長於自要約函件日期起計十年並將於該十年期間的最後一日屆滿，惟可透過購股權計劃所載之提前終止條文予以調整）屆滿前之任何時間內行使全部或部分購股權。行使價由董事釐定，並將不低於以下三項之最高者：股份於授出日期在聯交所所報之收市價；股份於緊接購股權授出日期前五個交易日在聯交所所報之平均收市價；或股份之面值。

所有以股份為基礎支付之僱員薪酬將計入權益。除發行股份外，本集團並無任何法定或推定責任購回或支付購股權。

截至二零二二年三月三十一日止年度，概無購股權獲授出、獲行使、屆滿或失效，且購股權計劃項下並無尚未行使之購股權。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

34. MATERIAL RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the consolidated financial statements, during the years ended 31 March 2023 and 2022, the Group had entered into the following transactions with related parties which, in the opinion of the directors, were conducted on normal commercial terms and in the ordinary course of the Group's business.

- (a) During the year, the Group entered into the following related party transactions:

| Related party relationship 關連方關係 | Type of transaction 交易類型 |
|-------------------------------------|-------------------------------------------------------------------------------|
| China Xinhua NNC 中國新華新聞電視網 | Annual fee for television broadcasting right (note (i)) 電視播放權年費 (附註(i)) |
| | Accrued interests on convertible notes 可換股票據之應計利息 |
| | Accrued default interest on convertible note 可轉換票據的應計違約利息 |

Notes:

- (i) Pursuant to the agreements signed between the Group and China Xinhua NNC on 5 September 2011, China Xinhua NNC granted the television broadcasting rights to Xinhua TV Asia-Pacific for the period from 1 September 2011 to 31 August 2021 on an exclusive basis with an annual fee of HK\$1,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC prior to 31 December 2016, and HK\$3,000,000 payable by Xinhua TV Asia-Pacific to China Xinhua NNC with effect from 1 January 2017. The transactions constituted continuing connected transactions under the GEM Listing Rules. This transaction is exempted for reporting.

34. 重大關連方交易

除於綜合財務報表其他部分所披露者外，截至二零二三年及二零二二年三月三十一日止年度，本集團與關連方已訂立下列交易，董事認為該等交易乃按正常商業條款，並於本集團日常業務過程中進行。

- (a) 年內，本集團訂立以下關連方交易：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| - | 1,250 |
| - | 5,324 |
| 10,098 | - |

附註：

- (i) 根據本集團與中國新華新聞電視網於二零一一年九月五日簽訂之協議，中國新華新聞電視網向新華電視亞太台授予獨家電視播放權，獨家電視播放權自二零一一年九月一日起至二零二一年八月三十一日止。於二零一六年十二月三十一日前，新華電視亞太台應付中國新華新聞電視網之年費為1,000,000港元，而自二零一七年一月一日起，新華電視亞太台應付中國新華新聞電視網之年費為3,000,000港元。該等交易已構成GEM上市規則項下之持續關連交易。該交易獲豁免申報。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

34. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

- (b) Compensation of key management personnel of the Group

The key management personnel of the Group are the directors of the Company. Details of the remuneration during the year are set out in Note 13.

- (c) For the transactions constitutes continuing connected transactions under the GEM Listing Rules, please refer to “Connected Transactions” under “Directors’ Report”.

35. NON-CASH TRANSACTIONS

During the year ended 31 March 2023, the additions to right-of-use assets and lease liabilities were approximately HK\$12,351,000 (2022: HK\$4,480,000 in respect of lease arrangements of machineries) in respect of lease arrangements of machineries and renewal of lease.

36. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

| Financial assets | 金融資產 |
|------------------------------------------------------|-------------------|
| Amortised cost (including cash and cash equivalents) | 攤銷成本 (包括現金及現金等價物) |
| Financial liabilities | 金融負債 |
| Amortised costs | 攤銷成本 |

34. 重大關連方交易 (續)

- (b) 本集團主要管理人員薪酬

本集團主要管理人員為本公司董事。年內酬金詳情載於附註13。

- (c) 有關構成GEM上市規則項下持續關連交易之該等交易，請參閱「董事會報告」內的「關連交易」。

35. 非現金交易

截至二零二三年三月三十一日止年度，就機器租賃安排及重續租賃添置之使用權資產及租賃負債約為12,351,000港元（二零二二年：就機器租賃安排為4,480,000港元）。

36. 金融工具

(a) 金融工具類別

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|--------------------------------------------------------------|--------------------------------------------------------------|
| 126,668 | 129,164 |
| 549,143 | 530,773 |

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies

The Company's major financial instruments include trade and other receivables, deposits, cash and cash equivalents, trade and other payables, employee benefits, promissory note, lease liabilities and convertible notes. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Credit risk management

The Group's credit risk is primarily attributable to its trade and other receivables, deposits, contract assets and cash and cash equivalents. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Ongoing credit evaluation is performed on the financial condition of trade customers and, where appropriate, credit guarantee insurance cover is purchased. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk is influenced mainly by the carrying amounts of the recognised financial assets as stated in the consolidated statement of financial position.

36. 金融工具 (續)

(b) 金融風險管理目的及政策

本公司之主要金融工具包括貿易及其他應收款項、按金、現金及現金等價物、貿易及其他應付款項、僱員福利、承兌票據、租賃負債及可換股票據。該等金融工具之詳情於相關附註中披露。與該等金融工具相關之風險包括市場風險（貨幣風險及利率風險）、信貸風險及流動資金風險。減輕該等風險之政策於下文載列。管理層對該等風險進行管理及監察，確保以時有效之方式實行適當措施。

(i) 信貸風險管理

本集團之信貸風險主要來自貿易及其他應收款項、按金、合約資產以及現金及現金等價物。管理層已設立信貸政策，並持續監控所面臨的該等信貸風險。

本集團會對貿易客戶的財務狀況進行持續信貸評估，並購買信貸擔保保險（如適用）。一般而言，本集團並無向客戶取得抵押品。

本集團之信貸風險主要受綜合財務狀況表所示已確認金融資產之賬面值所影響。

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綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. At the end of reporting period, the Group has a certain concentration of credit risk as 34.8% (2022: 61.87%) and 84.6% (2022: 93.35%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permits the use of the lifetime ECL provision for all trade receivables and contract assets. To measure the ECL, trade receivables and contract assets have been grouped based on shared credit risk characteristics. The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual debt at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(i) 信貸風險管理 (續)

客戶經營所在行業及國家之違約風險亦對信貸風險有所影響，但程度較小。於報告期末，本集團之34.8% (二零二二年：61.87%) 及84.6% (二零二二年：93.35%) 貿易應收款項總額分別來自本集團最大客戶及五大客戶，故存在一定集中之信貸風險。

本集團應用簡化方法就香港財務報告準則第9號訂明之預期信貸虧損計提撥備，該準則允許就所有應收貿易款項及合約資產使用全期預期信貸虧損撥備。為計量預期信貸虧損，應收貿易賬款及合約資產已基於共同信貸風險特徵分組。本集團已進行歷史分析，並識別影響信貸風險及預期信貸虧損之關鍵經濟變數，當中考慮可得合理及具理據支持之前瞻性資料。

為盡量減低信貸風險，本集團管理層已委派一支團隊負責釐定信貸限額、信貸審批及其他監察程序，以確保採取跟進行動收回逾期債務。此外，本集團於報告期末審閱每筆個別債務之可收回金額，以確保就不可收回金額作出充分減值虧損。就此，本公司董事認為本集團之信貸風險已顯著降低。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

As at 31 March 2023 and 2022, trade receivables and contract assets that are individually significant have been separately assessed for impairment. The Group make periodic assessments on the recoverability of the receivable based on the background and reputation of the customers, historical settlement records and past experience.

Trade receivables

At 31 March 2023

ECL rate 預期信貸虧損率
Gross carrying amount 賬面總額
Lifetime ECL 全期預期信貸虧損

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(i) 信貸風險管理 (續)

於二零二三年及二零二二年三月三十一日，已對個別屬重大的貿易應收款項及合約資產進行獨立減值評估。本集團根據客戶的背景及聲譽、歷史結算記錄及過往經驗定期評估應收款項的可收回性。

貿易應收款項

於二零二三年三月三十一日

| | Current to 1 month 即期至 1個月 HK\$'000 千港元 | 1 month to 3 months 1個月 至3個月 HK\$'000 千港元 | More than 3 months but less than 12 months 3個月以上 但少於12個月 HK\$'000 千港元 | More than 12 months 12個月以上 HK\$'000 千港元 | Total carrying amount 賬面值總額 HK\$'000 千港元 |
|-----------------------|--------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------|
| ECL rate | 1.53% | 2.17% | 2.28% | 100% | 4.63% |
| Gross carrying amount | 57,196 | 14,133 | 483 | 2,239 | 74,051 |
| Lifetime ECL | (874) | (307) | (11) | (2,239) | (3,431) |
| | 56,322 | 13,826 | 472 | - | 70,620 |

At 31 March 2022

ECL rate 預期信貸虧損率
Gross carrying amount 賬面總額
Lifetime ECL 全期預期信貸虧損

於二零二二年三月三十一日

| | Current to 1 month 即期至 1個月 HK\$'000 千港元 | 1 month to 3 months 1個月 至3個月 HK\$'000 千港元 | More than 3 months but less than 12 months 3個月以上 但少於12個月 HK\$'000 千港元 | More than 12 months 12個月以上 HK\$'000 千港元 | Total carrying amount 賬面值總額 HK\$'000 千港元 |
|-----------------------|--------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------|
| ECL rate | 0.43% | 6.77% | - | 100% | 4.05% |
| Gross carrying amount | 68,331 | 12,075 | - | 2,239 | 82,645 |
| Lifetime ECL | (291) | (818) | - | (2,239) | (3,348) |
| | 68,040 | 11,257 | - | - | 79,297 |

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

Contract assets

At 31 March 2023

ECL rate 預期信貸虧損率
Gross carrying amount 賬面總額
Lifetime ECL 全期預期信貸虧損

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(i) 信貸風險管理 (續)

合約資產

於二零二三年三月三十一日

| Current to 1 month 即期至 1個月 HK\$'000 千港元 | 1 month to 3 months 1個月 至3個月 HK\$'000 千港元 | More than 3 months but less than 12 months 3個月以上 但少於12個月 HK\$'000 千港元 | More than 12 months 12個月以上 HK\$'000 千港元 | Total carrying amount 賬面值總額 HK\$'000 千港元 |
|--------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------|
| 1.96% | - | - | - | 1.96% |
| 41,999 | - | - | - | 41,999 |
| (822) | - | - | - | (822) |
| 41,177 | - | - | - | 41,177 |

At 31 March 2022

ECL rate 預期信貸虧損率
Gross carrying amount 賬面總額
Lifetime ECL 全期預期信貸虧損

於二零二二年三月三十一日

| Current or less than 1 month 即期或 少於1個月 HK\$'000 千港元 | 1 month to 3 months 1個月 至3個月 HK\$'000 千港元 | More than 3 months but less than 12 months 3個月以上 但少於12個月 HK\$'000 千港元 | More than 12 months 12個月以上 HK\$'000 千港元 | Total carrying amount 賬面值總額 HK\$'000 千港元 |
|-----------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------------------------------|
| 2.03% | - | - | - | 2.03% |
| 25,272 | - | - | - | 25,272 |
| (514) | - | - | - | (514) |
| 24,758 | - | - | - | 24,758 |

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綜合財務報表附註

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

Amounts due from other partners of joint operations

The Group regularly monitors the business performance of the joint operations. The Group's credit risks in these balances are mitigated through the value of the assets held by these entities and the power to participate or jointly control the relevant activities of these entities. The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

Other receivables and deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The expected credit loss rate for other receivables is 0.6% (2022: 2.0%). The management believes that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL.

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(i) 信貸風險管理 (續)

應收合營企業其他合作夥伴款項

本集團定期監察合營企業之業務表現。本集團透過該等實體所持資產價值及參與或共同控制該等實體相關活動之權力，減低本集團於該等結餘之信貸風險。管理層認為，自初始確認以來，該等金額之信貸風險並無大幅增加及本集團基於12個月預期信貸虧損計提減值撥備。

其他應收款項及按金

就其他應收款項及按金而言，本公司董事根據過往結算記錄、過往經驗以及屬合理有據的前瞻性資料的定量及定性資料，對其他應收款項及按金的可回收性定期進行個別評估。其他應收款項的預期信貸虧損率為0.6%（二零二二年：2.0%）。管理層認為，自初始確認以來，該等金額之信貸風險並無大幅增加及本集團基於12個月預期信貸虧損計提減值撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(i) Credit risk management (Continued)

Cash and cash equivalents

Credit risk on cash and cash equivalents is limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies. The Group assessed 12m ECL for cash and cash equivalents by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL on cash and cash equivalents is considered to be insignificant and therefore no loss allowance was recognised.

(ii) Liquidity risk management

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans of cover expected cash demands, subject to approval by the parent company's board when the borrowings exceed certain predetermined levels of authority. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(i) 信貸風險管理 (續)

現金及現金等價物

現金及現金等價物的信貸風險有限，原因乃交易對手為獲信貸機構授予高信貸評級的知名銀行。本集團參考外部信貸評級機構所發佈有關信貸評級等級的違約概率及違約虧損率之資料評估現金及現金等價物的12個月預期信貸虧損。基於平均虧損率，現金及現金等價物的12個月預期信貸虧損被視為不重大，因此並無確認虧損撥備。

(ii) 流動資金風險管理

本集團內個別營運實體須負責其各自之現金管理，包括現金盈餘之短期投資及籌措貸款以應付預期現金需求，惟借款超過若干預先釐定授權水平，則須獲得母公司董事會批准，方可進行。本集團之政策為定期監察其流動資金需求以及遵守貸款契諾，以確保本集團能維持充裕的現金儲備及從主要金融機構取得足夠的承諾資金額度，以滿足其短期及長期流動資金需要。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(ii) Liquidity risk management (Continued)

The tables below summarise the maturity profile of the Group's and the Company's financial liabilities at 31 March 2023 and 2022 on contractual undiscounted payments:

| At 31 March 2023 | 於二零二三年三月三十一日 |
|--------------------------|--------------|
| Trade and other payables | 貿易及其他應付款項 |
| Lease liabilities | 租賃負債 |
| Promissory note | 承兌票據 |
| Convertible note | 可換股票據 |
| Employee benefits | 僱員福利 |

| At 31 March 2022 | 於二零二二年三月三十一日 |
|--------------------------|--------------|
| Trade and other payables | 貿易及其他應付款項 |
| Lease liabilities | 租賃負債 |
| Promissory note | 承兌票據 |
| Convertible note | 可換股票據 |
| Employee benefits | 僱員福利 |

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(ii) 流動資金風險管理 (續)

下表根據合約未貼現款項概述本集團及本公司於二零二三年及二零二二年三月三十一日之金融負債到期情況：

| Weighted average interest rate | On demand | Less than 3 months | 3 to 12 months | Over 1 year | Total undiscounted cash flows | Total carrying amount |
|--------------------------------|------------------------|--------------------------|---------------------------|-------------------------|-------------------------------|--------------------------|
| | | | | | 未貼現現金流量總額 | 賬面值總額 |
| 加權平均利率 % | 按要求 HK\$'000 千港元 | 少於3個月 HK\$'000 千港元 | 3至12個月 HK\$'000 千港元 | 超過1年 HK\$'000 千港元 | 流量總額 HK\$'000 千港元 | 賬面值總額 HK\$'000 千港元 |
| - | 143,179 | 55,467 | 7,059 | 31,282 | 236,987 | 236,705 |
| 5.85% | - | 1,942 | 3,936 | 2,968 | 8,846 | 8,465 |
| 18.25% | - | - | - | 45,040 | 45,040 | 40,429 |
| 3.0% | 257,030 | - | - | - | 257,030 | 257,030 |
| - | 6,514 | - | - | - | 6,514 | 6,514 |
| | <u>406,723</u> | <u>57,409</u> | <u>10,995</u> | <u>79,290</u> | <u>554,417</u> | <u>549,143</u> |

| | | | | | | |
|--------|----------------|----------------|--------------|---------------|----------------|----------------|
| - | 135,249 | 62,934 | - | 19,488 | 217,671 | 217,335 |
| 5.11% | - | 762 | 2,020 | 1,239 | 4,021 | 3,869 |
| 10.18% | - | 45,040 | - | - | 45,040 | 44,949 |
| 3.0% | 257,030 | - | - | - | 257,030 | 257,030 |
| - | 7,590 | - | - | - | 7,590 | 7,590 |
| | <u>399,869</u> | <u>108,736</u> | <u>2,020</u> | <u>20,727</u> | <u>531,352</u> | <u>530,773</u> |

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Interest rate risk management

Interest rate profile

The Group's exposure to interest rate risk for changes in interest rates to the Group's cash at bank, convertible notes, promissory note and lease liabilities. The Company manages the risk by regularly evaluating its cash flows when sufficient funds are available.

The following table details interest rates analysis that the directors of the Company evaluate its interest rate risk.

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(iii) 利率風險管理

利率情況

本集團因利率變動而面臨的利率風險與本集團銀行現金、可換股票據、承兌票據及租賃負債有關。本公司於資金充足時透過定期評估其現金流量以管理風險。

下表詳述本公司董事評估其利率風險之利率分析。

| | | 2023 二零二三年 | | 2022 二零二二年 | |
|------------------------------|-------------|-------------------------------------------|-----------------|-------------------------------------------|-----------------|
| | | Effective interest rate 實際利率 (%) | HK\$'000 千港元 | Effective interest rate 實際利率 (%) | HK\$'000 千港元 |
| Financial liabilities | 金融負債 | | | | |
| Fixed rate borrowings | 定息借款 | | | | |
| - Lease liabilities | - 租賃負債 | 2.35-5.85 | 8,465 | 2.35-5.25 | 3,869 |
| - Promissory note | - 承兌票據 | 18.25 | 40,429 | 10.18 | 44,949 |
| - Convertible notes | - 可換股票據 | 3.0% | 257,030 | 3.0% | 257,030 |
| Financial assets | 金融資產 | | | | |
| Floating rate assets | 浮息資產 | | | | |
| - Bank balances | - 銀行結餘 | 0.001-0.3 | 51,619 | 0.001-0.3 | 42,560 |

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iii) Interest rate risk management (Continued)

Sensitivity analysis

At 31 March 2023, it is estimated that a general decrease or increase of 100 basis points in interest rates, with all other variables held constant, would increase or decrease the post-tax loss by approximately HK\$516,000 (2022: HK\$426,000). There is no impact on other components of equity. The analysis is performed on the same basis for 2022.

(iv) Currency risk

The group entities collect most of the revenue and incur most of the expenditures in their respective functional currencies. The directors consider that the Group's exposure to foreign currency exchange risk is insignificant as the majority of the Group's transactions are denominated in the functional currency of each individual group entity.

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(iii) 利率風險管理 (續)

敏感度分析

於二零二三年三月三十一日，估計利率整體下降或上升100個基點，在所有其他變數維持不變的情況下，除稅後虧損將增加或減少約516,000港元（二零二二年：426,000港元）。概無對權益的其他部分產生影響。分析乃按與二零二二年相同之基準進行。

(iv) 貨幣風險

集團實體以彼等各自的功能貨幣取得大部分的收益及產生大部分的開支。由於本集團的主要交易均以各個別集團實體的功能貨幣計值，故董事認為本集團的外匯風險甚微。

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36. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

(iv) Currency risk (Continued)

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

As HK\$ is pegged to USD, the Group does not expect any significant foreign currency exposure arising from the fluctuation of the HK\$ to USD exchange rates. As a result, the directors of the Company consider that the sensitivity of the Group's exposure towards the change in foreign exchange rates between HK\$ to USD is minimal and no sensitivity analysis is presented.

36. 金融工具 (續)

(b) 金融風險管理目的及政策 (續)

(iv) 貨幣風險 (續)

本集團目前並無外匯對沖政策。然而，本集團管理層會監控外匯風險，並將於有需要時考慮對沖重大外匯風險。

由於港元與美元掛鈎，本集團預期不會因港元兌美元之匯率波動而產生任何重大外幣風險。因此，本公司董事認為本集團對港元兌美元之間外幣匯率變動之風險之敏感度屬極低且並無呈列敏感度分析。

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36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments

The fair value of financial assets and financial liabilities are determined as follows:

- The fair values of financial assets and financial liabilities with standard terms and conditions and traded on active markets are determined with reference to quoted market bid prices and ask prices respectively.
- The fair values of other financial assets and financial liabilities (excluding those described above) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

Except as detailed in the following table, the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values:

36. 金融工具 (續)

(c) 金融工具之公平值

金融資產及金融負債之公平值乃按以下準則釐定：

- 具有標準條款及條件並於活躍市場買賣之金融資產及金融負債，乃分別參考所報市場買盤價及賣盤價釐定公平值。
- 其他金融資產及金融負債（不包括上述者）之公平值乃根據使用貼現現金流量分析之普遍採納定價模式釐定。

除下表所詳述者外，本公司董事認為，於綜合財務報表中確認之金融資產及金融負債之賬面值與其公平值相若：

Financial liabilities
Promissory note

金融負債
承兌票據

| 2023 二零二三年 | | 2022 二零二二年 | |
|-------------------------------------------|--------------------------------------|-------------------------------------------|--------------------------------------|
| Carrying amount 賬面值 HK\$'000 千港元 | Fair value 公平值 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 | Fair value 公平值 HK\$'000 千港元 |
| 40,429 | 43,262 | 44,949 | 50,462 |

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36. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value of financial instruments (Continued)

Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

36. 金融工具 (續)

(c) 金融工具之公平值 (續)

於綜合財務狀況表中確認之公平值計量

下表載列於初步確認後按公平值計量之金融工具分析，並根據其公平值可觀察程度分為第一至第三級別：

- 第一級別公平值計量乃活躍市場內相同資產或負債之報價（未經調整）；
- 第二級別公平值計量乃計入第一級別之報價以外可直接（即其價格）或間接（即源自價格）就資產或負債觀察的輸入資料；及
- 第三級別公平值計量源自包括並非以可觀察市場數據為基礎之資產或負債輸入資料（不可觀察的輸入資料）的估值方法。

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綜合財務報表附註

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37. CAPITAL RISK MANAGEMENT

The Group's objective of managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce cost of capital. The Group's overall strategy remains unchanged from prior years.

In order to maintain or adjust the capital structure, the Group may issue new shares or sell assets to reduce debts.

The capital structure of the Group consists of net debt (which includes lease liabilities, promissory note and convertible notes, net of cash and cash equivalents) and equity attributable to the owners of the Company, comprising share capital and reserves.

The Group's risk management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital.

37. 資本風險管理

本集團管理資本之宗旨為保障本集團持續經營之能力以向股東提供回報及為其他股權持有人帶來裨益，以及維持最適合資本結構以減少資本成本。本集團之整體策略與過往年度相比維持不變。

為維持或調整資本結構，本集團可發行新股份或出售資產以減少債務。

本集團之資本結構包括債務淨額（包括租賃負債、承兌票據及可換股票據，扣除現金及現金等價物）及本公司擁有人應佔權益（包括股本及儲備）。

本集團之風險管理人員按每半年之基準審閱資本架構。作為本審閱之一部分，管理層認為資本成本及風險與各資本類別相關連。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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37. CAPITAL RISK MANAGEMENT (Continued)

The net debt to equity ratio at the end of the reporting period was as follows:

| | |
|---------------------------------|------------|
| Debt (Note (a)) | 債務 (附註(a)) |
| Less: Cash and cash equivalents | 減：現金及現金等價物 |
| Net debt | 債務淨額 |
| Equity (Note (b)) | 權益 (附註(b)) |
| Net debt and equity | 債務淨額及權益 |
| Net debt to equity ratio | 債務淨額與權益比率 |

Notes:

- (a) Debt comprises lease liabilities, promissory note and convertible notes as detailed in Notes 25, 27 and 28 respectively.
- (b) Equity includes all capital and reserves attributable to the owners of the Company.

37. 資本風險管理 (續)

於報告期末之債務淨額與權益之比率如下：

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 305,924 | 305,848 |
| (51,619) | (42,560) |
| 254,305 | 263,288 |
| (396,277) | (386,796) |
| (141,972) | (123,508) |
| N/A不適用 | N/A不適用 |

附註：

- (a) 債務包括租賃負債、承兌票據及可換股票據，詳情分別載於附註25、27及28。
- (b) 權益包括所有本公司擁有人應佔資本及儲備。

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38. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's subsidiaries at the end of the reporting period are set out below.

38. 本公司主要附屬公司之詳情

本集團附屬公司於報告期末之詳情載列如下。

| Name of subsidiary 附屬公司名稱 | Place and date of incorporation and form of business structure 註冊成立地點及日期以及業務架構形式 | Percentage of equity interests and voting power attributable to the Company 本公司應佔的股本權益及投票權百分比 | | Nominal value of issued share capital 已發行股本面值 | Principal activities 主要業務 |
|------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| | | 2023 二零二三年 % | 2022 二零二二年 % | | |
| Directly held 直接持有 | | | | | |
| TYW (BVI) Limited | BVI 2 July 2009, limited liability company 英屬處女群島，二零零九年七月二日，有限責任公司 | 100 | 100 | United States Dollars ("US\$") 50,000, divided into 50,000 ordinary shares of US\$1.00 each 50,000美元(「美元」)，分為50,000股每股面值1.00美元之普通股 | Investment holding 投資控股 |
| Shenzhen Qianhai Xinhua TV Cultural Development Limited* 深圳前海新華電視文化發展有限公司 | PRC, 30 May 2013, limited liability company 中國，二零一三年五月三十日，有限責任公司 | 100 | 100 | Registered and paid up capital of RMB30,000,000 註冊及繳足資本人民幣30,000,000元 | Inactive 閒置 |
| Indirectly held 間接持有 | | | | | |
| Tsun Yip Civil Construction Company Limited 進業土木工程有限公司 | Hong Kong, 16 July 2000, limited liability company 香港，二零零零年七月十六日，有限責任公司 | 97 | 97 | HK\$20,372,000 divided into 20,372,000 ordinary shares of HK\$1.00 each 20,372,000港元分為20,372,000股每股面值1.00港元之普通股 | Holding of motor vehicles, provision of waterworks and laying of water pipes 持有車輛、提供土木工程服務及敷設水管 |
| Tsun Yip Waterworks Construction Company Limited 進業水務建築有限公司 | Hong Kong, 6 February 1996, limited liability company 香港，一九九六年二月六日，有限責任公司 | 97 | 97 | HK\$26,123,200 divided into 26,123,200 ordinary shares of HK\$1.00 each 26,123,200港元，分為26,123,200股每股面值1.00港元之普通股 | Provision of waterworks and laying of water pipes 提供土木工程服務及敷設水管 |
| Xinhua TV Asia-Pacific Operating Company Limited 新華電視亞太台運營有限公司 | Hong Kong, 22 December 2009, limited liability company 香港，二零零九年十二月二十二日，有限責任公司 | 100 | 100 | HK\$10,000, divided into 10,000 ordinary shares of HK\$1.00 each 10,000港元，分為10,000股每股面值1.00港元之普通股 | Television broadcasting business in the Asia Pacific region (excluding the PRC) 於亞太區(不包括中國)從事電視播放業務 |
| BayTV Network Holdings Limited 灣區電視網有限公司 | Hong Kong, 14 May 2010, limited liability company 香港，二零一零年五月十四日，有限責任公司 | 100 | 100 | HK\$10,000 divided into 10,000 ordinary shares of HK\$1.00 each 10,000港元，分為10,000股每股面值1.00港元之普通股 | Inactive 閒置 |

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39. RETIREMENT BENEFIT PLAN

The Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

Pursuant to the relevant labour laws, rules and regulations in the PRC, the Group participates in defined contribution retirement benefit scheme (the “**Retirement Benefit Scheme**”) organised by the relevant local government authorities in the PRC whereby the Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. Contributions to the Retirement Benefit Scheme vest immediately.

During the years ended 31 March 2023 and 2022, the Group had no forfeited contributions under the MPF Scheme and the Retirement Benefits Scheme utilised to reduce the existing levels of contributions. As at 31 March 2023 and 2022, there was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the contribution payable in the future years.

39. 退休福利計劃

本集團根據香港法例第485章強制性公積金計劃條例實施一項強制性公積金計劃（「**強積金計劃**」），對象為香港法例第57章僱傭條例管轄範圍下之僱員。強積金計劃乃一項定額供款退休計劃，由獨立受託人負責管理。根據強積金計劃，僱主及其僱員各自須按僱員有關收入的5%向強積金計劃作出供款，每月有關收入的上限為30,000港元。向強積金計劃作出的供款乃即時歸屬。

根據中國相關勞動法例、條例及規例，本集團參與一項由中國有關地方政府機關組織的界定供款退休福利計劃（「**退休福利計劃**」），據此，本集團須於年內按中國相關機關釐定的標準工資之一定比率向退休福利計劃作出供款。退休福利計劃之供款乃即時歸屬。

截至二零二三年及二零二二年三月三十一日止年度，本集團並無強積金計劃項下的供款遭沒收，亦無利用退休福利計劃來降低現有供款水平。於二零二三年及二零二二年三月三十一日，強積金計劃及退休福利計劃下概無被沒收的供款可供本集團用於減少未來年度應付的供款。

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40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

40. 本公司之財務狀況表及儲備

Statement of financial position of the Company

本公司之財務狀況表

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------------------|-----------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 於附屬公司之投資 | 38,682 | 38,682 |
| Current assets | 流動資產 | | |
| Prepayment and other receivables | 預付款項及其他應收款項 | 118 | 3 |
| Amounts due from subsidiaries | 應收附屬公司款項 | 21 | 2,935 |
| Cash and cash equivalents | 現金及現金等價物 | 1 | 7 |
| | | 140 | 2,945 |
| Total assets | 總資產 | 38,822 | 41,627 |
| Current liabilities | 流動負債 | | |
| Accrued expenses and other payables | 應計開支及其他應付款項 | 78,919 | 70,774 |
| Amounts due to subsidiaries | 應付附屬公司款項 | 9,334 | 4,631 |
| Convertible notes | 可換股票據 | 257,030 | 257,030 |
| | | 345,283 | 332,435 |
| Net current liabilities | 流動負債淨額 | (345,143) | (329,490) |
| Total assets less current liabilities | 總資產減流動負債 | (306,461) | (290,808) |

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For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Statement of financial position of the Company (Continued)

| | |
|-----------------------------|-------|
| Net liabilities | 負債淨額 |
| Capital and reserves | 資本及儲備 |
| Share capital | 股本 |
| Reserves | 儲備 |
| Total equity | 總權益 |

40. 本公司之財務狀況表及儲備 (續)

本公司之財務狀況表 (續)

| 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| (306,461) | (290,808) |
| 4,055 | 4,055 |
| (310,516) | (294,863) |
| (306,461) | (290,808) |

The financial statements were approved and authorised for issue by the board of directors on 16 November 2023 and are signed on its behalf by:

Jiang Yan
姜岩
Director
董事

Li Yong Sheng
李永升
Director
董事

董事會已於二零二三年十一月十六日批准及授權刊發財務報表，並由下列人士代表董事會簽署：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

40. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movement in the Company's reserves

| | | Share premium | Capital reserves | Convertible notes equity reserves 可換股票據權益儲備 | Other reserves 其他儲備 | Accumulated losses 累計虧損 | Total 總計 |
|------------------------------------------------|------------------------|-----------------|------------------|------------------------------------------------|------------------------|----------------------------|-----------------|
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| At 1 April 2021 | 於二零二一年四月一日 | 1,238,195 | 2,758 | 14,400 | 54,993 | (1,580,338) | (269,992) |
| Loss and total comprehensive loss for the year | 年內虧損及全面虧損總額 | - | - | - | - | (24,871) | (24,871) |
| At 31 March 2022 and 1 April 2022 | 於二零二二年三月三十一日及二零二二年四月一日 | 1,238,195 | 2,758 | 14,400 | 54,993 | (1,605,209) | (294,863) |
| Loss and total comprehensive loss for the year | 年內虧損及全面虧損總額 | - | - | - | - | (15,653) | (15,653) |
| At 31 March 2023 | 於二零二三年三月三十一日 | 1,238,195 | 2,758 | 14,400 | 54,993 | (1,620,862) | (310,516) |

40. 本公司之財務狀況表及儲備 (續)

本公司之儲備變動

41. EVENT AFTER REPORTING PERIOD

On 5 September, 2023, Mr. Kan, China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes and the Company entered into a conditional agreement, among other things:

- the proposed allotment and issuance of a total of 1,666,666,667 subscription shares at the share subscription price of HK\$0.012 per subscription share to Mr. Kan, shareholder of the Company for a total consideration of approximately HK\$20,000,000;
- the proposed amendments of certain terms of the Convertible Notes with China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes and proposed issuance of new convertible notes with the principal amount of approximately HK\$64,128,000 to China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes to set off the Convertible Notes Interest; and

41. 報告期後事項

於二零二三年九月五日，簡先生、本公司主要股東及可換股票據持有人中國新華新聞電視網與本公司訂立有條件協議，其中包括：

- 建議按股份認購價每股認購股份0.012港元配發及發行合共1,666,666,667股認購股份予本公司股東簡先生，總代價約為20,000,000港元；
- 建議修訂與本公司主要股東及可換股票據持有人中國新華新聞電視網之可換股票據的若干條款及建議發行本金額為約64,128,000港元的新可換股票據予本公司主要股東及可換股票據持有人中國新華新聞電視網，以抵銷可換股票據利息；及

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 March 2023 截至二零二三年三月三十一日止年度

41. EVENT AFTER REPORTING PERIOD (Continued)

- the proposed issuance of new convertible bonds in the principal amount of HK\$16,240,000 to China Xinhua NNC, the substantial shareholder of the Company and holder of the Convertible Notes to set off part of the outstanding balance of the On Demand Debt.

42. COMPARATIVE FIGURES

Certain comparative amounts have been reclassified to conform with current year's presentation.

43. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 16 November 2023.

41. 報告期後事項 (續)

- 建議發行本金額為16,240,000港元的新可換股債券予本公司主要股東及可換股票據持有人中國新華新聞電視網，以抵銷部分按要求償還債務的尚未償還結餘。

42. 比較數字

若干比較金額已重新分類，以符合本年度的呈列方式。

43. 批准綜合財務報表

綜合財務報表已於二零二三年十一月十六日獲董事會批准及授權刊發。

FINANCIAL SUMMARY

財務概要

A summary of the results and of the financial position of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below.

本集團過去五個財政年度之業績及財務狀況概要，乃摘錄自已刊發之經審核財務報表，載列如下。

CONSOLIDATED RESULTS

For the year ended 31 March

綜合業績

截至三月三十一日止年度

| | | 2023 二零二三年 HK\$'000 千港元 | 2022 二零二二年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 |
|--------------------------------------------------------------------------------|-----------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| Revenue | 收益 | 496,457 | 408,175 | 239,233 | 237,322 | 324,855 |
| Cost of services | 服務成本 | (493,037) | (417,531) | (268,053) | (254,858) | (321,371) |
| Gross profit/(loss) | 毛利／(損) | 3,420 | (9,356) | (28,820) | (17,536) | 3,484 |
| Other income | 其他收入 | 4,603 | 4,487 | 12,374 | 1,033 | 450 |
| Other gains/(losses), net | 其他收益／(虧損)，淨額 | 7,435 | (453) | (913) | (11,811) | 3,032 |
| Amortisation expenses | 攤銷開支 | - | - | (18,316) | (18,367) | (18,594) |
| Selling and distribution expenses | 銷售及分銷開支 | - | (770) | (770) | (770) | - |
| Administrative and operating expenses | 行政及經營開支 | (15,181) | (17,452) | (26,005) | (24,591) | (22,441) |
| Impairment loss on intangible assets | 無形資產減值虧損 | - | - | (7,679) | - | - |
| Impairment of right-of-use assets | 使用權資產減值 | - | - | (2,872) | - | - |
| Impairment of property, plant and equipment | 物業、廠房及設備減值 | - | (1,517) | - | - | - |
| Changes in fair value of financial assets at fair value through profit or loss | 透過損益按公平值入賬之金融資產之公平值變動 | - | 3,575 | 2,965 | (4,636) | (9,123) |
| Profit/(loss) from operations | 營運溢利／(虧損) | 277 | (21,486) | (70,036) | (76,678) | (43,192) |
| Finance costs | 融資成本 | (13,183) | (20,573) | (9,314) | (28,496) | (25,686) |
| Loss before income tax | 除所得稅前虧損 | (12,906) | (42,059) | (79,350) | (105,714) | (68,878) |
| Income tax | 所得稅 | 3,449 | (93) | 5,598 | 4,343 | 3,576 |
| Loss for the year | 年內虧損 | (9,457) | (42,152) | (73,752) | (100,831) | (65,302) |
| Loss for the year attributable to: | 應佔年內虧損： | | | | | |
| - Owners of the Company | - 本公司擁有人 | (9,440) | (41,729) | (72,946) | (100,831) | (65,302) |
| - Non-controlling interest | - 非控股權益 | (17) | (423) | (806) | - | - |
| | | (9,457) | (42,152) | (73,752) | (100,831) | (65,302) |

FINANCIAL SUMMARY

財務概要

CONSOLIDATED FINANCIAL POSITION

As at 31 March

綜合財務狀況

於三月三十一日

| | | 2023 | 2022 | 2021 | 2020 | 2019 |
|--------------------------------------------------------------------|---------------|-----------|-----------|-----------|-----------|-----------|
| | | 二零二三年 | 二零二二年 | 二零二一年 | 二零二零年 | 二零一九年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Non-current assets | 非流動資產 | 28,100 | 21,897 | 24,244 | 61,633 | 84,229 |
| Current assets | 流動資產 | 217,443 | 191,584 | 150,667 | 186,821 | 207,872 |
| Total assets | 總資產 | 245,543 | 213,481 | 174,911 | 248,454 | 292,101 |
| Less: Current liabilities | 減：流動負債 | 587,953 | 595,587 | 466,305 | 509,570 | 174,625 |
| Total assets less current liabilities | 總資產減流動負債 | (342,410) | (382,106) | (291,394) | (261,116) | 117,476 |
| Less: Non-current liabilities | 減：非流動負債 | 52,396 | 3,202 | 51,799 | 10,852 | 284,467 |
| Non-controlling interests | 非控股權益 | 1,471 | 1,488 | 1,911 | - | - |
| Capital and reserves attributable to equity holders of the Company | 本公司擁有人應佔資本及儲備 | (396,277) | (386,796) | (345,104) | (271,968) | (166,991) |



CNC HOLDINGS LIMITED
中國新華電視控股有限公司