

Prime Intelligence Solutions Group Limited 懶豬科技集團有限公司

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

Stock Code 股份代號 : 8379

2024

ANNUAL REPORT 年報

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本報告載有根據聯交所 GEM 證券上市規則規定而提供有關懶豬科技集團有限公司(「本公司」)的資料，本公司的董事(「董事」)願就本報告共同及個別承擔全部責任。董事作出一切合理查詢後，確認就彼等所深知及確信，本報告所載資料在所有重大方面均屬準確完整，並無誤導或欺詐成分；且本報告並無遺漏任何其他事宜，致使其所載任何陳述或本報告產生誤導。

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Corporate Information

公司資料

REGISTERED OFFICE

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit A, 6/F, TLP132
Nos. 132-134 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

EXECUTIVE DIRECTORS

Mr. Wang Yicheng (*Chairman and Chief Executive Officer*)
(*Appointed on 26 January 2024 and re-designated on 13 May 2024*)
Ms. Yuen Mei Ling, Pauline
Mr. Mui Pak Kuen (*Resigned on 30 November 2023*)
Mr. Lin Shixing (*Appointed on 22 December 2023*)
Ms. Zhang Yushan (*Appointed on 12 April 2024*)
Mr. Hui Cho Lung (*Resigned on 31 May 2024*)

NON-EXECUTIVE DIRECTOR

Ms. Leung Wai Hing, Ella (*Resigned on 31 December 2023*)
Mr. Yam Chiu Fan, Joseph (*Resigned on 15 January 2024*)
Mr. Yuen Kwok Wai, Tony (*Re-designated on 13 May 2024*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Billy
Mr. Wong Ching Wan
Mr. Ke Tianxiong (*Appointed on 22 January 2024*)
Mr. Poon Wai Hung Richard (*Resigned on 15 February 2024*)
Mr. Yang Chuan (*Appointed on 12 April 2024*)

AUTHORISED REPRESENTATIVES

Mr. Yuen Kwok Wai, Tony
Mr. Chou Chiu Ho

COMPANY SECRETARY

Mr. Chou Chiu Ho (*HKICPA, ACCA*)

COMPLIANCE OFFICER

Ms. Yuen Mei Ling, Pauline

AUDIT COMMITTEE

Mr. Chung Billy (*Chairman*)
Mr. Wong Ching Wan
Mr. Ke Tianxiong (*Appointed on 22 January 2024*)
Mr. Poon Wai Hung Richard (*Resigned on 15 February 2024*)
Mr. Yang Chuan (*Appointed on 12 April 2024*)

註冊辦事處

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

香港總辦事處及主要營業地點

香港
新界葵涌
大連排道132-134號
TLP132六樓A室

執行董事

汪一成先生(*主席兼行政總裁*)(於2024年1月26日
獲委任·並於2024年5月13日調任)
阮美玲女士
梅栢權先生(於2023年11月30日辭任)
林石興先生(於2023年12月22日獲委任)
張與珊女士(於2024年4月12日獲委任)
許佐龍先生(於2024年5月31日辭任)

非執行董事

梁蕙馨女士(於2023年12月31日辭任)
任超凡先生(於2024年1月15日辭任)
阮國偉先生(於2024年5月13日調任)

獨立非執行董事

鍾定縉先生
王青雲先生
柯天雄先生(於2024年1月22日獲委任)
潘偉雄先生(於2024年2月15日辭任)
楊川先生(於2024年4月12日獲委任)

授權代表

阮國偉先生
周昭何先生

公司秘書

周昭何先生(*HKICPA, ACCA*)

合規主任

阮美玲女士

審核委員會

鍾定縉先生(*主席*)
王青雲先生
柯天雄先生(於2024年1月22日獲委任)
潘偉雄先生(於2024年2月15日辭任)
楊川先生(於2024年4月12日獲委任)

Corporate Information

公司資料

NOMINATION COMMITTEE

Mr. Chung Billy (*Chairman*)
Mr. Wong Ching Wan
Mr. Ke Tianxiong (*Appointed on 22 January 2024*)
Mr. Wang Yicheng (*Appointed on 26 January 2024*)
Mr. Poon Wai Hung Richard (*Resigned on 15 February 2024*)
Mr. Yang Chuan (*Appointed on 12 April 2024*)

REMUNERATION COMMITTEE

Mr. Chung Billy (*Chairman*)
Ms. Yuen Mei Ling, Pauline
Mr. Wong Ching Wan
Mr. Ke Tianxiong (*Appointed on 22 January 2024*)
Mr. Wang Yicheng (*Appointed on 26 January 2024*)
Mr. Poon Wai Hung Richard (*Resigned on 15 February 2024*)
Mr. Yang Chuan (*Appointed on 12 April 2024*)

LEGAL ADVISER

As to Hong Kong law
Hastings & Co.
11/F, Gloucester Tower,
The Landmark,
15 Queen's Road Central, Hong Kong

AUDITOR

McMillan Woods (Hong Kong) CPA Limited
24/F, Siu On Centre
188 Lockhart Road
Wan Chai, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Ocorian Trust (Cayman) Ltd.
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

PRINCIPAL BANKER

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited

WEBSITE

www.primeintelligence.com.hk

STOCK CODE

8379

提名委員會

鍾定縉先生(主席)
王青雲先生
柯天雄先生(於2024年1月22日獲委任)
汪一成先生(於2024年1月26日獲委任)
潘偉雄先生(於2024年2月15日辭任)
楊川先生(於2024年4月12日獲委任)

薪酬委員會

鍾定縉先生(主席)
阮美玲女士
王青雲先生
柯天雄先生(於2024年1月22日獲委任)
汪一成先生(於2024年1月26日獲委任)
潘偉雄先生(於2024年2月15日辭任)
楊川先生(於2024年4月12日獲委任)

法律顧問

有關香港法律
希仕廷律師行
香港中環皇后大道中15號
置地廣場
告羅士打大廈11樓

核數師

長青(香港)會計師事務所有限公司
香港灣仔
駱克道188號
兆安中心24樓

開曼群島主要股份過戶登記處

Ocorian Trust (Cayman) Ltd.
Windward 3, Regatta Office Park
PO Box 1350
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KY1-1108
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司

網址

www.primeintelligence.com.hk

股份代號

8379

Chairman's Statement

主席報告

Dear Shareholders,

On behalf of the board of directors (the “**Board**”) of Prime Intelligence Solutions Group Limited (the “**Company**”), I hereby present the annual report of the Company and its subsidiaries (together the “**Group**”) for the year ended 31 March 2024 (the “**Reporting Period**”).

LISTING

On 14 February 2018, the Company was successfully listed (the “**Listing**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Listing has laid a foundation for the Group’s continuous development.

BUSINESS REVIEW

The Group is a provider of biometrics identification solutions in Hong Kong (“**Hong Kong**”) Special Administrative Region of the People’s Republic of China (“**PRC**” or “**China**”), Macau Special Administrative Region of the PRC (“**Macau**”) and the PRC. The Group markets itself using the brand “**Solution Expert**”. The Group markets its products through the sales of products which include biometrics identification devices and other devices and accessories, and provision of auxiliary and other services. The Group’s biometrics identification devices have one or more of the following functions: face identification; fingerprint identification; finger vein identification; hand geometry identification; and iris identification.

The Group would like to share more details of its performance, financial position and other information for the year ended 31 March 2024 with shareholders (“**Shareholders**”) in the following section headed “Management Discussion and Analysis”.

PROSPECTS

Apart from its commitment to the development of its principal business, the Group will actively make progress to generate growth and strive for potential and new business opportunities. The Group plans to further its growth in existing business by strengthening its marketing capabilities and expanding its product portfolio through enhancing software development, with a view to further enlarging its market share in Hong Kong and Macau and becoming one of the active biometrics identification solutions providers in the PRC. As such, the Group has utilised the net proceeds from the Listing on (i) enhancing the quality of after-sales and strengthening the operation support as part of the expansion plan of the business in the Southern China; (ii) improving its information technology system; (iii) setting up a new and separate software development centre in the PRC to further enhance and develop the Group’s software; and (iv) research and development on touchless biometrics identification devices and Artificial Intelligence & Internet of Things (“**AIoT**”).

尊敬的股東：

本人謹此代表懶豬科技集團有限公司(「**本公司**」)董事會(「**董事會**」)提呈本公司及其附屬公司(統稱「**本集團**」)截至2024年3月31日止年度(「**報告期間**」)的年度報告。

上市

於2018年2月14日，本公司於香港聯合交易所有限公司(「**聯交所**」)GEM成功上市(「**上市**」)。上市為本集團的持續發展奠定基礎。

業務回顧

本集團為中華人民共和國(「**中國**」)香港(「**香港**」)特別行政區、中國澳門特別行政區(「**澳門**」)及中國的生物特徵識別解決方案供應商。本集團以品牌「**Solution Expert**」為自己進行營銷。本集團透過銷售生物特徵識別裝置、其他裝置及配件等產品以及提供配套及其他服務營銷產品。本集團的生物特徵識別裝置有一個或多個以下功能：人臉識別；指紋識別；指靜脈識別；掌形識別；及虹膜識別。

本集團將於下文「管理層討論及分析」一節，與股東(「**股東**」)分享更多有關本集團截至2024年3月31日止年度的業績、財務狀況及其他資料詳情。

前景

本集團除致力發展其主要業務外，亦積極尋求增長及努力發掘潛在新商機。本集團計劃透過加強營銷能力及加強軟件開發擴大產品組合，進一步為現有業務帶來增長，從而進一步擴大於香港及澳門的市場佔有率及成為活躍的中國生物特徵識別解決方案供應商之一。因此，本集團已動用通過上市所得款項淨額，以(i)提高售後服務的質素及加強營運支援，作為拓展華南地區業務的一部分；(ii)改進其資訊科技系統；(iii)於中國設立一個新的獨立軟件開發中心以進一步提升及開發本集團的軟件；及(iv)研發非接觸式生物特徵識別裝置以及人工智能及物聯網(「**AIoT**」)。

Chairman's Statement

主席報告

The Group plans to diversify its business to maintain a healthy portfolio. Leveraging on the experience of the Directors, the Group considers setting up new business lines including artificial intelligence technology solutions, catering management and trade services.

CORPORATE GOVERNANCE

The Group remains committed to maintaining high standards of corporate governance. All board committees have effectively supported the Board in carrying out its responsibilities. By conducting its business under good corporate governance, the Group's and Shareholder's long term interests will be maximised.

APPRECIATION

On behalf of the Board, I would like to express my warmest thanks to the management and the staff of the Group for their significant contributions. I would like to extend my sincere gratitude to all Shareholders and investors for their endless support. With the solid business base and the effort of all staff, the Group will endeavour to open a new chapter in the future.

Wang Yicheng

Chairman

Hong Kong, 28 June 2024

本集團計劃多元化其業務，維持穩健的組合。憑藉董事的經驗，本集團考慮設立包括人工智能科技解決方案、餐飲管理及貿易服務等新產業鏈。

企業管治

本集團承諾繼續努力維持高水平的企業管治。所有董事委員會均有效地履行各自的職責，支持董事會營運。在良好的企業管治下進行業務可為本集團及股東帶來最多的長遠利益。

致謝

本人謹代表董事會，衷心感謝本集團管理層及各員工所作出的重大貢獻，亦謹此向所有鼎力支持本集團的股東及投資者致以由衷感謝。通過堅實的業務基礎及全體員工努力，本集團將竭力寫下未來的新一章。

主席

汪一成

香港，2024年6月28日

Management Discussion and Analysis

管理層討論及分析

OVERVIEW

The Group is a provider of biometrics identification solutions in Hong Kong, Macau and the PRC. The Group derives revenue from the following business activities: (i) sales of biometrics identification devices, security products, and other accessories; and (ii) provision of auxiliary and other services. The Group's biometrics identification devices have one or more of the following functions: (i) face identification; (ii) fingerprint identification; (iii) finger vein identification; (iv) hand geometry identification; and (v) iris identification. The revenue of the Group for the year ended 31 March 2024 was approximately HK\$54.4 million, representing an increase by approximately 25.9% from approximately HK\$43.2 million for the year ended 31 March 2023. The increase in revenue was mainly attributable to (i) increase in sales of biometrics identification devices, security products and other accessories by approximately HK\$9.5 million (or 34.4%) as compared with the corresponding period in 2023; and (ii) increase in revenue derived from provision of auxiliary and other services by approximately HK\$1.7 million (or 11.0%) as compared with the corresponding period in 2023.

Revenue represents the invoiced values of goods sold and services rendered, after allowances for returns and discounts during the reporting periods.

概覽

本集團為香港、澳門及中國的生物特徵識別解決方案供應商。本集團透過以下業務活動產生收益：(i) 銷售生物特徵識別裝置、保安產品及其他配件；及(ii) 提供配套及其他服務。本集團的生物特徵識別裝置有一個或多個以下功能：(i) 人臉識別；(ii) 指紋識別；(iii) 指靜脈識別；(iv) 掌形識別；及(v) 虹膜識別。截至2024年3月31日止年度，本集團的收益約為54.4百萬港元，較截至2023年3月31日止年度約43.2百萬港元增加約25.9%。收益增加主要由於(i) 生物特徵識別裝置、保安產品及其他配件銷售較2023年同期增加約9.5百萬港元(或34.4%)；及(ii) 來自提供配套及其他服務的收益較2023年同期增加約1.7百萬港元(或11.0%)。

收益指所售商品及提供服務的發票值，於報告期間經扣除退貨及折扣。

For the year ended 31 March

截至3月31日止年度

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
Sales of biometrics identification devices, security products and other accessories	銷售生物特徵識別裝置、保安產品及其他配件	37,270	27,737
Provision of auxiliary and other services	提供配套及其他服務	17,102	15,414
		54,372	43,151

Management Discussion and Analysis

管理層討論及分析

Cost of Sales and Gross Profit

The majority of the Group's cost of sales and services rendered was costs of inventories sold. The Group's costs of inventories sold increased by approximately 42.0% to approximately HK\$20.3 million for the year ended 31 March 2024 (2023: approximately HK\$14.3 million). The gross profit margin raised from approximately 30.2% for the year ended 31 March 2023 to approximately 46.3% for the year ended 31 March 2024. The gross profit also raised from approximately HK\$13.0 million for the year ended 31 March 2023 to approximately HK\$25.2 million for the year ended 31 March 2024. The increase in gross profit was mainly due to (i) the decrease in direct cost incurred by the operation of the software development centre in the PRC; and (ii) the increase in sales of biometrics identification devices, security products and other accessories.

Expenses

Staff costs for the year ended 31 March 2024 was approximately HK\$34.2 million (2023: approximately HK\$30.8 million), representing an increase by approximately HK\$3.4 million as compared with that of last corresponding period, which was mainly due to the salary increment during the period.

Administrative expenses for the year ended 31 March 2024 were approximately HK\$33.4 million (2023: approximately HK\$28.7 million), representing an increase of approximately HK\$4.7 million as compared with the last corresponding period, which was mainly due to the increase in staff costs.

Taxes

The income tax expense comprised Hong Kong Profits Tax, Macau Complementary Tax and PRC Enterprise Income Tax for the year. The income tax expense for the year ended 31 March 2024 was nil (2023: approximately HK\$132,000).

Under the two-tiered Profits Tax Regime, one of the Company's Hong Kong subsidiaries is subject to Hong Kong Profits Tax at the rate of 8.25% for the year ended 31 March 2024 (2023: 8.25%) for the first HK\$2 million of its estimated assessable profits and at 16.5% for the year ended 31 March 2024 (2023: 16.5%) on its estimated assessable profits above HK\$2 million. Other Hong Kong subsidiaries not qualifying for the two-tiered Profit Tax Regime are subject to Hong Kong Profits Tax at the rate of 16.5% for the year ended 31 March 2024 (2023: 16.5%).

銷售成本及毛利

本集團大部分銷售及已提供服務成本為已售存貨成本。截至2024年3月31日止年度，本集團的已售存貨成本增加約42.0%至約20.3百萬港元(2023年：約14.3百萬港元)。毛利率由截至2023年3月31日止年度約30.2%上升至截至2024年3月31日止年度約46.3%。毛利亦由截至2023年3月31日止年度約13.0百萬港元增加至截至2024年3月31日止年度約25.2百萬港元。毛利增加主要是由於(i)於中國營運軟件開發中心所產生的直接成本減少；及(ii)銷售生物特徵識別裝置、保安產品及其他配件增加。

開支

截至2024年3月31日止年度，員工成本約為34.2百萬港元(2023年：約30.8百萬港元)，較去年同期增加約3.4百萬港元，主要由於期內加薪所致。

截至2024年3月31日止年度，行政開支約為33.4百萬港元(2023年：約28.7百萬港元)，較去年同期增加約4.7百萬港元，主要由於員工成本增加所致。

稅項

所得稅開支包括年內香港利得稅、澳門所得補充稅及中國企業所得稅。截至2024年3月31日止年度，所得稅開支為零(2023年：約132,000港元)。

根據兩級制利得稅率制度，本公司其中一間香港附屬公司須就其截至2024年3月31日止年度估計應課稅溢利的首2百萬港元按8.25%(2023年：8.25%)的稅率繳納香港利得稅，並就其截至2024年3月31日止年度超過2百萬港元的估計應課稅溢利按16.5%(2023年：16.5%)的稅率繳納香港利得稅。其他不符合兩級制利得稅率制度的香港附屬公司須於截至2024年3月31日止年度按16.5%的稅率繳納香港利得稅(2023年：16.5%)。

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The Group's subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25% for the year ended 31 March 2024 (2023: 25%). No PRC Enterprise Income Tax has been provided for the year ended 31 March 2024 (2023: Nil) as the Group's PRC subsidiary did not generate any assessable profits during the reporting periods.

The Group's subsidiary established and operated in the Macau Special Administrative Region ("Macau") of the PRC is subject to Macau Complementary Tax, under which taxable income of up to Macau Pataca ("MOP") 600,000 for the year ended 31 March 2024 (2023: MOP600,000) is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12% for the year ended 31 March 2024 (2023: 12%).

Loss for the Year

The Group incurred a net loss of approximately HK\$15.6 million for the year ended 31 March 2024, as compared with a net loss of approximately HK\$24.2 million for the year ended 31 March 2023. The decrease in net loss was mainly due to the increase in revenue and gross profit.

Liquidity, Financial Resources and Capital Structure

Historically, the Group has funded the liquidity and capital requirements primarily through operating cash flows, bank borrowings and proceeds from Listing. The Directors believe that with the new capital from Listing, the Group is in a healthy financial position to expand its core business and to achieve its business objectives. As at 31 March 2024, the Group had no bank borrowings (31 March 2023: Nil). The Group requires cash primarily for working capital needs. As at 31 March 2024, the Group had approximately HK\$3.8 million in bank and cash balances (31 March 2023: approximately HK\$17.9 million).

Gearing Ratio

As at 31 March 2024 and 2023, the Group has no outstanding borrowings, accordingly there is no gearing ratio.

Note: Gearing ratio is calculated as the total debt divided by total equity.

本集團於中國成立及營運的附屬公司於截至2024年3月31日止年度須按25% (2023年：25%) 的稅率繳納中國企業所得稅。由於本集團的中國附屬公司於報告期間亦無產生任何應課稅溢利，故截至2024年3月31日止年度並無撥備中國企業所得稅 (2023年：無)。

本集團在中國澳門特別行政區 (「澳門」) 成立及經營的附屬公司須繳納澳門所得補充稅，截至2024年3月31日止年度，應課稅收入最高600,000澳門幣 (「澳門幣」) (2023年：600,000澳門幣) 豁免納稅，截至2024年3月31日止年度超出該金額的應課稅收入按12% (2023年：12%) 的稅率納稅。

年內虧損

截至2024年3月31日止年度，本集團產生淨虧損約15.6百萬港元，而截至2023年3月31日止年度則產生淨虧損約24.2百萬港元。淨虧損減少主要由於收益及毛利增加。

流動資金、財務資源及資本結構

過往，本集團主要以經營現金流量、銀行借款及上市所得款項為流動資金及資本需求提供資金。董事相信，由於上市而獲得資金，故本集團的財務狀況穩健，足以擴充其核心業務及達致其業務目標。於2024年3月31日，本集團並無銀行借款 (2023年3月31日：無)。本集團的現金主要用於應付營運資金需要。於2024年3月31日，本集團的銀行及現金結餘約為3.8百萬港元 (2023年3月31日：約17.9百萬港元)。

資產負債比率

於2024年及2023年3月31日，本集團並無尚未償還借款，因此並無資產負債比率。

附註： 資產負債比率乃按總負債除以總權益計算。

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OPERATION REVIEW

Outlook

The ordinary shares of HK\$0.01 each (the “Shares”) of the Company have been successfully listed on GEM on 14 February 2018. The Board considers that such public listing status will allow the Company to gain access to the capital market for corporate finance exercise, assist the Company in the future business development, enhance the Group’s corporate profile and recognition and strengthen its competitiveness.

Considering the decrease in market demand and the uncertainties brought by the development of the novel coronavirus disease (COVID-19) and the post-COVID-19 era in the PRC, the Group has decided to suspend the plan to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China, and has reallocated part of the utilised net proceeds from the Listing to other business plans, namely (i) enhancement of the quality of after-sales services and strengthening of the operation support; (ii) improving the information technology system; (iii) research and development on touchless biometrics identification devices and AIoT; and (iv) working capital.

The Group has observed that there has been a change of market trend from touch biometrics identification devices to touchless biometrics identification devices due to increased public health awareness since the COVID-19 pandemic. As such, the Group has applied part of the net proceeds from the Listing for research and development on touchless biometrics identification devices and AIoT. The Group plans to diversify the functions of its touchless biometrics identification devices and their applications by utilizing AIoT in order to capture the market of touchless biometrics identification devices with healthcare-related functions. Looking forward, the Board takes the view that AIoT and its functions can be applied in many different scenarios that the Group’s biometrics identification devices can be involved. The Group plans to capture and develop new markets in light of the growing popularity and application of AIoT in daily life.

Employees and Remuneration Policies

As at 31 March 2024, the Group had a total of 77 employees. The Group’s staff cost for the year ended 31 March 2024 amounted to approximately HK\$34.2 million (2023: approximately HK\$30.8 million). The Group’s remuneration policies are in line with the prevailing market practise and are determined on the basis of performance, qualification and experience of individual employee. The Group recognises the importance of a good relationship with its employees. The remuneration payable to its employees includes salaries and allowances. Other benefits and incentives include training and share option.

營運回顧 展望

本公司每股面值0.01港元的普通股(「股份」)已於2018年2月14日在GEM成功上市。董事會認為，有關上市地位可讓本公司利用資本市場進行企業融資，協助本公司未來業務發展，提升本集團的企業形象及認受性以及加強其競爭力。

考慮到市場需求下降及新型冠狀病毒肺炎(COVID-19)的發展為中國帶來與後COVID-19時代在中國的不穩定性，本集團已決定暫停推出本地製造可負擔指紋識別裝置作為拓展華南地區業務計劃的一部分，並已重新分配部分已動用上市所得款項淨額予其他業務計劃，即(i)提高售後服務的質素及加強營運支援；(ii)改進資訊科技系統；(iii)研發非接觸式生物特徵識別裝置及AIoT；及(iv)營運資金。

本集團亦觀察到，自COVID-19疫情以來公眾的健康意識提高，市場趨勢已從接觸式生物特徵識別裝置轉為非接觸式生物特徵識別裝置。因此，本集團已將部分上市所得款項淨額用於研發非接觸式生物特徵識別裝置及AIoT。本集團計劃利用AIoT多元化其非接觸式生物特徵識別裝置的功能及應用，以佔領具醫療相關功能的非接觸式生物特徵識別裝置市場。展望未來，董事會認為，AIoT及其功能可應用於本集團生物特徵識別裝置可涉及的許多不同情景。鑒於AIoT於日常生活中日益普及且廣泛應用，本集團計劃佔領及開發新市場。

僱員及薪酬政策

於2024年3月31日，本集團共有77名僱員。截至2024年3月31日止年度，本集團的員工成本約為34.2百萬港元(2023年：約30.8百萬港元)。本集團的薪酬政策與現行市場慣例一致，並按個別僱員的表現、資格及經驗釐定。本集團深明與其僱員保持良好關係的重要性。應付僱員薪酬包括薪金及津貼。其他福利及獎勵包括培訓及購股權。

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In Hong Kong, the Group's employees have participated in the mandatory provident fund prescribed by the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). In the PRC, the Group's employees have participated in the basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance prescribed by the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), and housing fund prescribed by the Regulations on the Administration of Housing Fund (《住房公積金管理條例》). All PRC based employees have the right to participate in the social insurance and housing provident fund schemes.

Capital Expenditure

The Group purchased property, plant and equipment amounting to approximately HK\$2.4 million for the year ended 31 March 2024 (2023: approximately HK\$1.6 million).

Capital Commitments

The Group did not have any significant capital commitments as at 31 March 2024 (2023: Nil).

Foreign Currency Risk

The Company does not have significant exposure on foreign currency risk.

The functional currency of the Group's entities are principally denominated in HK\$, Renminbi ("RMB"), MOP and Great British Pound. The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currencies of respective Group entities such as United States dollars ("US\$"), RMB and EURO. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities.

The Group did not engage in any derivatives agreement and did not commit to any financial instruments to hedge its foreign exchange exposure during the year ended 31 March 2024.

Significant Investments held, Material Acquisitions and Disposals of Subsidiaries, and Future Plans for Material Investments or Capital Assets

On 29 December 2023, the Group disposed of its entire interests in its wholly-owned subsidiary, Prime Intelligence Marketing Agency Limited (formerly known as Prime Intelligence Solution UK Limited) ("Prime UK"), a company incorporated in the United Kingdom, to an independent third party at a consideration of HK\$100,000. Save as disclosed above, during the year ended 31 March 2024, the Group did not have any other significant investment, material acquisition or disposal of subsidiaries or any plan for material investments or capital assets.

Charges over Assets of the Group

As at 31 March 2024 and 2023, there were no charges over assets of the Group.

在香港，本集團僱員已參與香港法例第485章《強制性公積金計劃條例》規定的強制性公積金計劃。在中國，本集團僱員已參與《中華人民共和國社會保險法》規定的基本退休保險、基本醫療保險、失業保險、工傷保險、生育保險及《住房公積金管理條例》規定的住房公積金。所有駐中國僱員均有權參與社會保險及住房公積金計劃。

資本開支

截至2024年3月31日止年度，本集團購買的物業、廠房及設備約為2.4百萬港元(2023年：約1.6百萬港元)。

資本承擔

於2024年3月31日，本集團並無任何重大資本承擔(2023年：無)。

外幣風險

本公司並無面臨重大外幣風險。

本集團實體的功能貨幣主要以港元、人民幣(「人民幣」)、澳門幣及英鎊列值。由於本集團的部分業務交易、資產及負債乃以美元(「美元」)、人民幣及歐元等本集團實體各自的功能貨幣以外的貨幣列值，故本集團須面對若干外幣風險。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。

截至2024年3月31日止年度，本集團並無涉及任何衍生工具協議，亦無使用任何金融工具對沖其匯兌風險。

所持重大投資、重大收購及出售附屬公司及重大投資或資本資產的未來計劃

於2023年12月29日，本集團將於英國註冊成立的全資附屬公司Prime Intelligence Marketing Agency Limited(前稱Prime Intelligence Solution UK Limited,「Prime UK」)的全部權益售予獨立第三方，代價為100,000港元。除上文披露外，截至2024年3月31日止年度，本集團並無任何其他重大投資、重大收購或出售附屬公司及聯營公司或重大投資或資本資產的計劃。

本集團的資產抵押

於2024年及2023年3月31日，本集團概無資產抵押。

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Dividend

The Directors do not recommend payment of a final dividend for the year ended 31 March 2024.

Share Option Schemes

The share option scheme of the Company (the “**Share Option Scheme**”) was adopted pursuant to a resolution passed by the then shareholders of the Company (the “**Shareholders**”) on 18 January 2018 for the primary purpose to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Share Option Scheme include any employees, executive Directors, non-executive Directors (including independent non-executive Directors), advisers, consultants of the Company or any of its subsidiaries.

The Share Option Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Share Option Scheme is adopted, after which no further share options will be granted but the provisions of the Share Option Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of the Share Option Scheme were summarized in the paragraph headed “Share Option Scheme” in Appendix IV to the prospectus (the “**Prospectus**”) published by the Company in relation to the Listing. No share option has been granted, exercised, expired, cancelled or lapsed under the Share Option Scheme since its adoption and up to the date of this report.

Use of proceeds and actual progress of the Group’s business objectives

The net proceeds from the Listing (after deducting the underwriting fees and other related expenses paid by the Company in connection with the share offer) which amounted to approximately HK\$44.5 million will be used for the intended purposes as set out in the section headed “**Statement of Business Objectives and Strategies**” of the Prospectus. Among the Net Proceeds, a sum of approximately HK\$15.8 million was originally planned for launching affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China. However, the Group has decided to suspend the plan to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China, and has reallocated the relevant net proceeds to other business plans, namely (i) enhancement of the quality of after-sales services and strengthening of the operation support; (ii) improving the information technology system; (iii) research and development on touchless biometrics identification devices and AIoT; and (iv) working

股息

董事不建議就截至2024年3月31日止年度派付末期股息。

購股權計劃

本公司購股權計劃(「**該購股權計劃**」)乃根據當時本公司股東(「**股東**」)於2018年1月18日通過的決議案採納，主要目的為吸引、保留及激勵有才能的參與者為本集團的未來發展及擴展努力。該購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、執行董事、非執行董事(包括獨立非執行董事)、顧問及諮詢人。

該購股權計劃將於該購股權計劃獲採納之日起計10年期間維持有效，其後不得再授出購股權，但該購股權計劃的條文在所有其他方面將仍全面有效，而於該購股權計劃有效期內已授出的購股權根據其發行條款仍可繼續行使。該購股權計劃的主要條款概要載於本公司就上市而刊發的招股章程(「**招股章程**」)附錄四「**購股權計劃**」一段。自該購股權計劃採納以來及直至本報告日期，概無購股權根據該購股權計劃授出、行使、屆滿、註銷或失效。

所得款項用途及本集團業務目標的實際進度

上市所得款項淨額(扣除本公司就股份發售支付的包銷費及其他相關開支後)約為44.5百萬港元，將用作招股章程「**業務目標及策略**」一節所載擬定用途。於所得款項淨額中，原先計劃用於推出本地製造可負擔指紋識別裝置作為拓展華南地區業務計劃一部分的金額約為15.8百萬港元。然而，本集團已決定暫停推出本地製造可負擔指紋識別裝置作為拓展華南地區業務一部分的計劃，並已將相關所得款項淨額重新分配至其他業務計劃，即(i)提高售後服務的質素及加強營運支援；(ii)改進資訊科技系統；(iii)研發非接觸式生物特徵識別裝置及AIoT；及(iv)營運資金。有關所得款項用途變動詳情，請參閱本公司

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capital. For details of the change in use of proceeds, please refer to the announcement of the Company dated 2 December 2022 (the “Announcement”). Set out below is the actual usage of net proceeds up to the date of this report:

日期為2022年12月2日的公佈(「該公佈」)。以下所載為直至本報告日期為止所得款項淨額的實際用途：

		Original allocation of Net Proceeds as stated in the Prospectus	Utilised Net Proceeds as at the date of the Announcement	Unutilised Net Proceeds as at the date of the Announcement	Revised allocation of the unutilised according to the Announcement	Unutilised Net Proceeds as at the date of this report
		招股章程所述所得款項淨額的原先分配 HK\$ million 百萬港元	於該公佈日期的已動用所得款項淨額 HK\$ million 百萬港元	於該公佈日期的尚未動用所得款項淨額 HK\$ million 百萬港元	根據該公佈的尚未動用所得款項淨額的經修訂分配 HK\$ million 百萬港元	於本報告日期的尚未動用所得款項淨額 HK\$ million 百萬港元
Expanding the business in Southern China	拓展華南地區業務					
– launch of affordable locally manufactured fingerprint identification devices	– 推出本地製造可負擔指紋識別裝置	15.8	–	15.8	–	–
– enhancement of the quality of after-sales services and strengthening of the operation support	– 提高售後服務的質素及加強營運支援	5.1	(5.1)	–	3.0	–
Improving the information technology system	改進資訊科技系統	5.0	(5.0)	–	3.0	–
Setting up a new and separate software development center in the PRC to further enhance and develop the Group’s software	於中國設立一個新的獨立軟件開發中心以進一步提升及開發本集團的軟件	15.2	(15.2)	–	–	–
Research and development on touchless biometrics identification devices and Artificial Intelligence & Internet of Things	研發非接觸式生物特徵識別裝置以及人工智能及物聯網	–	–	–	6.8	–
Working capital	營運資金	3.4	(3.4)	–	3.0	–
		44.5	(28.7)	15.8	15.8	–

As disclosed in the Prospectus, the Group’s business objectives are to further its growth in existing business by strengthening marketing capabilities and expanding product portfolio through enhancing software development, in order to further enlarge its market share in Hong Kong and Macau and to become one of the active biometrics identification solutions providers in the PRC. The Directors intend to achieve the objectives by (i) enhancing the quality of aftersales services and strengthening the operation support as part of the expansion plan of the business in the Southern China; (ii) improving the information technology system; (iii) setting up a new and separate software development centre in the PRC to further enhance and develop the Group’s software; and (iv) research and development on touchless biometrics identification devices and AIoT.

誠如招股章程所披露，本集團的業務目標為透過加強營銷能力及加強軟件開發擴大產品組合，進一步發展其現有業務，旨在進一步擴大於香港及澳門的市場佔有率及成為活躍的中國生物特徵識別解決方案供應商之一。董事擬透過以下方式達成目標：(i) 提高售後服務的質素及加強營運支援作為拓展華南地區業務計劃的一部分；(ii) 改進資訊科技系統；(iii) 於中國設立一個新的獨立軟件開發中心以進一步提升及開發本集團的軟件；及(iv) 研發非接觸式生物特徵識別裝置以及AIoT。

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The Group had planned to use approximately HK\$15.8 million of net proceeds to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China to other business plans of the Company. As disclosed in this report and the Announcement, due to the reasons disclosed in the Announcement, the Group has decided to suspend the plan to launch affordable locally manufactured fingerprint identification devices as part of the expansion plan of the business in the Southern China, and has reallocated the relevant utilised net proceeds to other business plans.

The Group had planned to use approximately HK\$8.1 million of net proceeds to enhance the quality of after-sales services and to strengthen the operation support as part of the expansion plan of the business in the Southern China. As at 31 March 2024, a total of approximately HK\$8.1 million was spent on enhancing the quality of after-sales services and strengthening the operation support as part of the expansion plan of the business in the Southern China.

The Group had planned to use approximately HK\$8.0 million of net proceeds to improve the information technology system. As at 31 March 2024, a total of approximately HK\$8.0 million was spent on improving the information technology system.

The Group had planned to use approximately HK\$15.2 million of net proceeds to set up a new and separate software development centre in the PRC to further enhance and develop the Group's software. As at 31 March 2024, a total of approximately HK\$15.2 million was spent on setting up a new and separate software development centre in the PRC to further enhance and develop the Group's software.

The Group had planned to use approximately HK\$6.8 million of net proceeds to research and development on touchless biometrics identification devices and AIoT. As at 31 March 2024, a total of approximately HK\$6.8 million was spent on research and development on touchless biometrics identification devices and AIoT.

The Group had planned to use approximately HK\$6.4 million of net proceeds to working capital. As at 31 March 2024, a total of approximately HK\$6.4 million was spent on working capital.

本集團計劃動用約15.8百萬港元的所得款項淨額推出本地製造可負擔指紋識別裝置作為拓展華南地區業務計劃至本公司其他業務計劃的一部分。誠如本報告及該公佈所披露，由於該公佈所披露的原因，本集團已決定暫停推出本地製造可負擔指紋識別裝置作為拓展華南地區業務一部分的計劃，並已將相關已動用的所得款項淨額重新分配至其他業務計劃。

本集團計劃動用約8.1百萬港元的所得款項淨額提高售後服務的質素及加強營運支援作為拓展華南地區業務計劃的一部分。於2024年3月31日，合共約8.1百萬港元用於提高售後服務的質量及加強營運支援作為拓展華南地區業務計劃的一部分。

本集團計劃動用約8.0百萬港元的所得款項淨額改進資訊科技系統。於2024年3月31日，合共約有8.0百萬港元用於改進資訊科技系統。

本集團計劃動用約15.2百萬港元的所得款項淨額於中國設立一個新的獨立軟件開發中心以進一步提升及開發本集團的軟件。於2024年3月31日，合共約有15.2百萬港元用作於中國設立一個新的獨立軟件開發中心，以進一步提升及開發本集團的軟件。

本集團計劃動用約6.8百萬港元的所得款項淨額作為研發非接觸式生物特徵識別裝置及AIoT。於2024年3月31日，共約6.8百萬港元用於研發非接觸式生物特徵識別裝置以及AIoT。

本集團計劃動用約6.4百萬港元的所得款項淨額作為營運資金。於2024年3月31日，合共約有6.4百萬港元用作營運資金。

Biographies of Directors and Senior Management

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Ms. Yuen Mei Ling, Pauline (“Ms. Pauline Yuen”), aged 56, is an executive Director. She was redesignated as an executive Director on 6 November 2015 and is mainly responsible for overseeing corporate policies and human resources of the Group. She is a director of Power Truth, SE Technology, SE Engineering, SE R&D, SE Shenzhen and SE Macau.

Ms. Pauline Yuen has over 31 years of experience in accounting, during which she has also obtained over 17 years of experience in finance and management. She obtained a bachelor of science degree in business administration and accounting from the California State University in the United States in August 1992. She worked in Wing On Department Stores (Hong Kong) Limited from November 1992 to April 1994, with her last position being assistant accountant. She then worked in China Online (Bermuda) Limited, from April 1994 to September 1999, with her last position being senior accountant. She was the accounting manager of Tricom CyberWorld Holdings Limited from September 1999 to December 2000. From September 2001 to January 2006, she worked in Hing Wah Lung Oil & Rice Limited with her last position being the accounting and administration manager. She was employed by Pacific Century Matrix (HK) Limited from February 2006 to May 2007 with her last position being manager, finance and administration and was mainly responsible for management of treasury function and finance and accounting operations.

Ms. Pauline Yuen is the sister of Mr. Tony Yuen (a non-executive Director) and Ms. Jazzy Wong (a member of the senior management).

執行董事

阮美玲女士(「阮女士」)，56歲，為執行董事。彼於2015年11月6日獲調任為執行董事，主要負責監察本集團的公司政策及人力資源。彼擔任誠威、專訊科技、專訊工程、專訊研發、專訊深圳及專訊澳門的董事。

阮女士在會計方面擁有逾31年經驗，期間彼亦獲得逾17年的財務及管理經驗。彼於1992年8月取得美國加利福尼亞州立大學(California State University)的工商管理及會計學士學位。於1992年11月至1994年4月，彼於永安百貨有限公司任職，最後職位為助理會計師，彼其後於1994年4月至1999年9月在中國網絡(百慕達)有限公司任職，最後職位為高級會計師。彼於1999年9月至2000年12月為得信佳環宇數碼(集團)有限公司的會計經理。於2001年9月至2006年1月，彼在興華隆油米行有限公司任職，最後職位為會計及行政經理。彼由2006年2月至2007年5月受聘於Pacific Century Matrix (HK) Limited，離職前擔任財務及行政經理，主要負責管理庫務職能及財務及會計事務。

阮女士為阮先生(非執行董事)的胞姊以及王女士(高級管理層成員)的姻姊妹。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Lin Shixing (“Mr. Lin”), aged 49, is an executive Director. He was appointed on 22 December 2023.

He has around 20 years of experience in the wine industry. Since 2016, he has been the general manager of Guangzhou City Jiachi Wine Company Limited (廣州市佳池酒業股份有限公司) and Shandong Hannuo Jiachi Wine Company Limited (山東漢諾佳池酒業股份有限公司). Prior to that, Mr. Lin has approximately 12 years of working experience in several wine companies, including Jinan Nver Hong Liquor Sales Limited (濟南女兒紅白酒銷售有限公司), Changsha Sanliangsan Good Wine Limited (長沙三兩三好酒業有限公司) and Shaanxi Xifengjiu Group Company Limited (陝西西鳳酒集團股份有限公司). Mr. Lin has been appointed as the committee member of Zaozhuang City Political and Consultative Conference. He has also been appointed as the executive chairman of Zaozhuang City Fujian Chamber of Commerce and the vice chairman of Hunan Province Wine Industry Association.

Mr. Lin completed the Advanced Management Program at Guanghua School of Management of Peking University in 2022.

Mr. Wang Yicheng (“Mr. Wang”), aged 30, is an executive Director, the chairman of the board of Directors, the chief executive officer and a member of each of the remuneration committee and nomination committee of the Company. He was appointed on 26 January 2024 and re-designated on 13 May 2024. He obtained legal advice on 26 January 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules and has confirmed he understood his obligations as a director of a listed issuer.

He has over 10 years of experience in the industries of project investment and corporate governance and has been an investor focusing on securities investment. He has participated in the initial public offerings of shares, acquisitions, mergers, and financing projects of several Hong Kong listed companies. He has extensive professional knowledge in different aspects, particularly in corporate governance, venture capital, corporate restructuring, listing, and financing businesses. Mr. Wang is currently the chief executive officer of a financial holding company, which provides financial services in Asia-Pacific.

Ms. Zhang Yushan (“Ms. Zhang”), aged 31, is an executive Director. She was appointed on 12 April 2024. She obtained legal advice on 28 March 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules, and has confirmed she understood her obligations as a director of a listed issuer.

She has over 7 years of experience in the marketing industry. From August 2017 to June 2019, she was the assistant marketing director at Qiqin Technology (Beijing) Co., Ltd* (奇秦科技(北京)股份有限公司), a company in digital marketing industry and has been the assistant general manager at Shenyang Baochen Trading Co., Ltd* (瀋陽寶辰商貿有限公司) since September 2019.

Ms. Zhang obtained a Bachelor's Degree in Performing Arts from The Central Academy of Drama* (中央戲劇學院) in Beijing in 2014.

林石興先生(「林先生」)，49歲，為執行董事。彼於2023年12月22日獲委任。

彼於酒業擁有約20年經驗，彼自2016年起擔任廣州市佳池酒業股份有限公司及山東漢諾佳池酒業股份有限公司總經理。此前，林先生於多家酒業公司累積約12年工作經驗，包括濟南女兒紅白酒銷售有限公司、長沙三兩三好酒業有限公司及陝西西鳳酒集團股份有限公司。林先生獲委任為棗莊市政協委員。彼亦獲委任為棗莊市福建商會執行會長及湖南省酒業協會副會長。

林先生於2022年在北京大學光華管理學院完成研修班。

汪一成先生(「汪先生」)，30歲，為本公司執行董事、董事會主席、行政總裁兼薪酬委員會及提名委員會各會成員。彼於2024年1月26日獲委任，並於2024年5月13日調任。彼於2024年1月26日根據GEM上市規則第5.02D條的要求取得法律意見，並確認彼了解作為上市發行人董事的責任。

彼於項目投資及企業管治行業擁有逾10年經驗，並為從事證券投資之投資者。彼曾參與多間香港上市公司股份首次公開發售、收購、合併及融資等項目，擁有多個領域豐富的專業知識，尤其擅長企業管治、風險投資、企業重組、上市及融資等業務。汪先生現時為一間金融控股公司之首席執行官，該公司於亞太區提供金融服務。

張與珊女士(「張女士」)，31歲，為執行董事。彼於2024年4月12日獲委任。彼於2024年3月28日根據GEM上市規則第5.02D條之要求取得法律意見，並確認彼了解作為上市發行人董事之責任。

彼於營銷行業擁有逾7年經驗。於2017年8月至2019年6月，彼於數碼營銷行業公司奇秦科技(北京)股份有限公司擔任助理營銷總監，並自2019年9月起於瀋陽寶辰商貿有限公司擔任助理總經理。

張女士於2014年在北京取得中央戲劇學院的表演藝術學士學位。

Biographies of Directors and Senior Management

董事及高級管理層履歷

NON-EXECUTIVE DIRECTOR

Mr. Yuen Kwok Wai, Tony (“Mr. Tony Yuen”), aged 54, is one of the founders of the Group and a non-executive Director of the Company. He joined the Group as a director on 28 June 1999 and was re-designated as a non-executive Director on 13 May 2024. Mr. Tony Yuen is a director of Power Truth Holdings Limited (“**Power Truth**”), Solution Expert Technology Limited (“**SE Technology**”), Solution Expert Engineering Limited (“**SE Engineering**”), Solution Expert Technology (R&D) Limited (“**SE R&D**”), and Solution Expert Technology (Macau) Limited (“**SE Macau**”). He is also the chairman, general manager and legal representative of Solution Expert Technology (Shenzhen) Limited* (“**SE Shenzhen**”).

Mr. Tony Yuen has over 27 years of experience in software programming. He obtained a bachelor of engineering degree from the University of Hong Kong in January 1995. Before he joined the Group, he was the head of information systems department of PENTAX group in Hong Kong from 1996 to 1998, and was responsible for developing networking and computer solution systems in different computerisation projects. Mr. Tony Yuen has not held any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Tony Yuen is a brother of Ms. Pauline Yuen (one of the executive Directors) and the spouse of Ms. Jazzy Wong (a member of the senior management).

非執行董事

阮國偉先生(「阮先生」)，54歲，為本集團創辦人之一及本公司一名非執行董事。彼於1999年6月28日加入本集團成為董事，並於2024年5月13日獲調任為非執行董事。阮先生擔任誠威控股有限公司(「誠威」)、專訊科技有限公司(「專訊科技」)、專訊工程有限公司(「專訊工程」)、專訊科技研究發展有限公司(「專訊研發」)及專訊科技(澳門)有限公司(「專訊澳門」)的董事。彼亦為專訊科技(深圳)有限公司(「專訊深圳」)的主席、總經理及法定代表人。

阮先生在軟件程式方面擁有逾27年經驗。彼於1995年1月取得香港大學的工程學士學位。於加入本集團前，彼由1996年至1998年出任香港賓得士集團的資訊系統部主管，負責於不同電腦化項目開發網絡及電腦解決方案系統。阮先生於過去三年並無於證券目前或已經在香港或海外任何證券市場上市的任何其他公眾公司擔任任何董事職務。

阮先生為阮女士(執行董事及股東之一)的胞弟及王女士(高級管理層成員)的配偶。

Biographies of Directors and Senior Management

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chung Billy (“Mr. Chung”), aged 50, was appointed as an independent non-executive Director on 18 January 2018. He is responsible for overseeing the management independently and providing independent judgement on the issues of strategy, performance, resources and standard of conduct of the Group.

Mr. Chung obtained a bachelor of arts degree in chartered accountancy studies from The University of Waterloo, Canada in June 1999. He further obtained a master of business administration degree from the University of Toronto, Canada in June 2004. Mr. Chung also obtained a diploma in investigative and forensic accounting from the University of Toronto Mississauga in 2013 and completed a business analytics certificate programme, which is an online distance learning course, from the Northwestern University, the United States, in August 2016.

Mr. Chung has over 18 years of management experience. Mr. Chung worked as an assistant manager in H.C. Watt & Company Limited in Hong Kong from August 2005 to July 2006 and was mainly responsible for assisting in the initial public offering auditing. In June 2007, Mr. Chung was appointed as an independent non-executive director of Culturecom Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 0343), and was subsequently re-designated as an executive director in November 2007. He resigned from Culturecom Holdings Limited in September 2016. From August 2013 to January 2017, Mr. Chung was the senior advisor of WTM Company Limited, a software development company in Hong Kong, and was responsible for advising on business strategies and development. Since November 2016, Mr. Chung has been the general manager of GoAnimate Hong Kong Limited and is responsible for its business development activities in the Asia-Pacific region.

Mr. Chung was admitted as an accredited chartered accountant under The Institute of Chartered Accountants of Ontario, Canada in November 2001 and re-designated as a chartered professional accountant in November 2012. He was also admitted as a fellow member of the Hong Kong Institute of Certified Public Accountants in June 2010. Mr. Chung was further granted as the certified fraud examiner by the Association of Certified Fraud Examiners, the United States, in May 2016. He was also certified by the American Institute of Certified Public Accountants, the United States, to be certified in financial forensics (CFF) in August 2016.

獨立非執行董事

鍾定縉先生(「鍾先生」)，50歲，於2018年1月18日獲委任為獨立非執行董事。彼負責獨立監督管理以及對本集團策略、表現、資源及操守標準事宜提供獨立判斷。

鍾先生於1999年6月取得加拿大滑鐵盧大學特許會計學士學位。彼其後於2004年6月取得加拿大多倫多大學工商管理碩士學位。鍾先生亦於2013年取得多倫多大學密西沙加分校調查及鑑識會計文憑，並於2016年8月完成美國西北大學商業分析證書課程(線上遙距課程)。

鍾先生擁有逾18年管理經驗。鍾先生於2005年8月至2006年7月在香港屈洪嘯會計師事務所有限公司任職助理經理，主要負責協助首次公開發售審核。於2007年6月，鍾先生獲委任為文化傳信集團有限公司(聯交所主板上市公司，股份代號：0343)的獨立非執行董事，其後於2007年11月獲調任為執行董事。彼於2016年9月辭任文化傳信集團有限公司職務。於2013年8月至2017年1月，鍾先生為彥林志有限公司(香港一間軟件開發公司)的高級顧問，負責就業務策略及發展提供意見。自2016年11月起，鍾先生為GoAnimate Hong Kong Limited的總經理，負責該公司於亞太區的業務發展活動。

鍾先生自2001年11月獲承認為加拿大安大略省特許會計師公會的認可特許會計師，並於2012年11月調任為特許專業會計師。彼亦於2010年6月獲承認為香港特許會計師公會的資深會員。鍾先生於2016年5月獲美國註冊舞弊查核師協會授為註冊舞弊查核師。彼亦於2016年8月獲美國註冊會計師協會授予認證財務取證師資格。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Wong Ching Wan (“Mr. Wong”), aged 57, was appointed as an independent non-executive Director on 17 June 2022. He has profound experience in audit, internal control, financial control and capital markets. He has acted as director in different listed companies in Hong Kong. Mr. Wong has been an independent non-executive director of Top Standard Corporation, a company listed on the GEM of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8510) since January 2020. He has been the chief financial officer of Intelligent Living Application Group Inc. (stock code: ILAG) since June 2020. He was a director of Network CN, Inc. (stock code: NWCN), which shares are duly traded in the USA, from August 2015 to July 2017, and has been its independent director since January 2022.

Previously, Mr. Wong was an independent non-executive director of Grand Field Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 115) between December 2008 to January 2009. From May 2015 to June 2018, he was an independent non-executive director of Huge China Holdings Limited (currently known as Cocoon Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 428). He served as the company secretary and authorized representative of China Oil Gangran Energy Group Holdings Limited (currently known as Century Energy International Holdings Limited), a company listed on the GEM of the Stock Exchange (stock code: 8132) from December 2015 to October 2016 and from December 2015 to January 2017, respectively. From March 2016 to April 2022, he was an independent non-executive director of On Real International Holdings Limited (currently known as Shanyu Group Holdings Company Limited), a company listed on the GEM of the Stock Exchange (stock code: 8245).

Mr. Wong obtained a Bachelor of Business and Administration from the Chinese University of Hong Kong in May 1989 and a Bachelor of Business from The University of Southern Queensland in April 1992. Mr. Wong is a member of CPA Australia since October 1992, Chartered Professional Accountants of Canada since January 1999, the Hong Kong Institute of Certified Public Accountants since March 1999 and fellow member of The Taxation Institute of Hong Kong since October 2012.

Mr. Ke Tianxiong (“Mr. Ke”), aged 37, is an independent non-executive Director and a member of each of the remuneration committee, audit committee and nomination committee of the Company. He was appointed on 22 January 2024. He obtained legal advice on 17 January 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules, and has confirmed he understood his obligations as a director of a listed issuer.

He has 10 years of experience in the corporate finance industry. From January 2014 to December 2022, he was the general manager of Shenzhen Qianhai Chuangfu Eastern Investment Management Limited Company* (深圳市前海創富東方投資管理有限公司) and has been the general manager of Huaqi Holding (Shenzhen) Limited Company* (華起控股(深圳)有限公司).

王青雲先生(「王先生」)，57歲，於2022年6月17日獲委任為獨立非執行董事。彼於審計、內部監控、財務管理及資本市場方面擁有豐富經驗。彼曾於香港不同上市公司擔任董事。王先生自2020年1月起擔任香港聯合交易所有限公司(「聯交所」)GEM上市公司Top Standard Corporation(股份代號：8510)獨立非執行董事。彼自2020年6月起擔任Intelligent Living Application Group Inc.(股份代號：ILAG)首席財務官。彼曾於2015年8月至2017年7月擔任Network CN, Inc.(股份代號：NWCN)(其股份於美國正式上市交易)董事，並自2022年1月起擔任其獨立董事。

此前，王先生曾於2008年12月至2009年1月擔任聯交所主板上市公司鈞濠集團有限公司(股份代號：115)獨立非執行董事。2015年5月至2018年6月，彼為聯交所主板上市公司匯嘉中國控股有限公司(現稱中國天弓控股有限公司)(股份代號：428)獨立非執行董事。彼曾分別於2015年12月至2016年10月及於2015年12月至2017年1月擔任聯交所GEM上市公司中油港燃能源集團控股有限公司(現稱百能國際能源控股有限公司)(股份代號：8132)公司秘書及授權代表。2016年3月至2022年4月，彼為聯交所GEM上市公司安悅國際控股有限公司(現稱善裕集團控股有限公司，股份代號：8245)獨立非執行董事。

王先生於1989年5月獲得香港中文大學工商管理學士學位，並於1992年4月獲得南昆士蘭大學商業學士學位。王先生自1992年10月起為澳洲會計師公會會員，自1999年1月起為加拿大特許專業會計師，自1999年3月起為香港會計師公會會員及自2012年10月成為香港稅務學會資深會員。

柯天雄先生(「柯先生」)，37歲，為本公司獨立非執行董事兼薪酬委員會、審核委員會及提名委員會各會成員。彼於2024年1月22日獲委任。彼於2024年1月17日根據GEM上市規則第5.02D條之要求取得法律意見，並確認彼了解作為上市發行人董事之責任。

彼於企業融資行業擁有10年經驗。自2014年1月至2022年12月，彼擔任深圳市前海創富東方投資管理有限公司總經理及擔任華起控股(深圳)有限公司總經理。

Biographies of Directors and Senior Management

董事及高級管理層履歷

Mr. Ke obtained a Bachelor's Degree in international trade from Wuhan Commercial Service College* (武漢商業服務學院) in 2010.

Mr. Yang Chuan (“Mr. Yang”), aged 35, is an independent non-executive Director and a member of each of the remuneration committee, audit committee and nomination committee of the Company. He was appointed on 12 April 2024. He obtained legal advice on 28 March 2024 according to the requirements of Rule 5.02D of the GEM Listing Rules, and has confirmed he understood his obligations as a director of a listed issuer.

He has 10 years of experience in business management. In 2014, Mr. Yang founded Sichuan Longwentang Enterprise Management Co., Ltd* (四川龍文堂企業管理有限公司) and acted as its chief executive officer. In 2015, Mr. Yang founded Kanke Technology Chengdu Co., Ltd* (勘客科技成都有限公司) and acted as its chief executive officer.

Mr. Yang obtained a Diploma in Building Electrical Engineering Technology from the department of electrical engineering at Chengdu Institute of Technology* (成都工業學院) in 2013.

SENIOR MANAGEMENT

Ms. Wong Ka Man, Jazzy (“Ms. Jazzy Wong”), aged 46, is the senior manager of SE Engineering and is responsible for assisting the Group's sales and marketing. She is also a director of SE Shenzhen. Ms. Jazzy Wong obtained a bachelor of arts degree in computing from The Hong Kong Polytechnic University in November 2004. Prior to joining the Group, she worked at South China Media Limited as web developer in the online department from July 2000 to September 2000. She joined SE Engineering in October 2000.

Ms. Jazzy Wong is the spouse of Mr. Tony Yuen (a non-executive Director), and a sister-in-law of Ms. Pauline Yuen (one of the executive Directors).

Mr. Chou Chiu Ho (“Mr. Chou”), aged 44, is the company secretary and financial controller of the Group, and is responsible for overseeing the Group's financial reporting, financial planning, financial control and company secretarial matters. He first joined as the company secretary of SE Technology in September 2015 and was subsequently promoted as the company secretary and financial controller in November 2016. He was appointed as the Company Secretary of the Company (the “Company Secretary”) in November 2015.

柯先生於2010年從武漢商業服務學院獲得國際貿易學士學位。

楊川先生(「楊先生」)，35歲，為本公司獨立非執行董事兼薪酬委員會、審核委員會及提名委員會各會成員。彼於2024年4月12日獲委任。彼於2024年3月28日根據GEM上市規則第5.02D條之要求取得法律意見，並確認彼了解作為上市發行人董事之責任。

彼在業務管理方面擁有10年經驗。於2014年，楊先生創立四川龍文堂企業管理有限公司並擔任行政總裁。於2015年，楊先生創立勘客科技成都有限公司並擔任行政總裁。

楊先生於2013年取得成都工業學院電氣工程系建築電氣工程技術文憑。

高級管理層

王嘉敏女士(「王女士」)，46歲，為專訊工程高級經理，負責協助本集團的銷售及營銷工作。彼亦為專訊深圳之董事。王女士於2004年11月取得香港理工大學的電子計算學士學位。於加入本集團之前，彼曾由2000年7月至2000年9月在南華傳媒有限公司擔任網絡部網頁開發員。彼於2000年10月加入專訊工程。

王女士為阮先生(非執行董事)的配偶以及阮女士(執行董事之一)的姻姊妹。

周昭何先生(「周先生」)，44歲，為本集團公司秘書及財務總監，負責監督本集團的財務申報、財務規劃、財務控制及公司秘書事宜。彼先於2015年9月加入專訊科技擔任公司秘書，其後於2016年11月獲晉升為公司秘書及財務總監。彼於2015年11月獲委任為本公司的公司秘書(「公司秘書」)。

Biographies of Directors and Senior Management 董事及高級管理層履歷

Mr. Chou has over 20 years of experience in accounting and auditing. Prior to joining the Group, Mr. Chou worked in an accounting firm from September 2003 to January 2006, with his last position being semi-senior auditor. He then joined PricewaterhouseCoopers from January 2006 to December 2010. From January 2011 to March 2012, Mr. Chou worked as the head of corporate services of Beijing Sports and Entertainment Industry Group Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1803) (formerly known as ASR Logistics Holdings Limited). Since April 2013, Mr. Chou has been working as the financial controller and company secretary of Millennium Pacific Group Holdings Limited (a company listed on GEM, stock code: 8147) (“MP Group”). Mr. Chou resigned as the financial controller and the company secretary of MP Group in September 2014 and March 2017 respectively and has been re-appointed as the company secretary and the authorised representative on 1 April 2024. Mr. Chou also served as the chief financial officer of HF Financial Group Limited and subsequently transferred to HF Management (China) Limited from January 2015 to July 2016. Mr. Chou has been the director of Archon Prime Strategic (Group) Limited since April 2013. Mr. Chou has been an executive director and the authorised representative of Xinming China Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2699) on 5 February 2020 and re-designated as a non-executive director on 1 May 2020. Mr. Chou resigned as a non-executive director and the authorised representative of Xinming China Holdings Limited on 18 November 2021 and 25 November 2021 respectively. Mr. Chou is also the company secretary of Momentum Financial Holdings Limited (a company listed on Main Board of the Stock Exchange, stock code: 1152) on 30 April 2024, an independent non-executive director of Singasia Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8293) on 8 March 2024, an independent non-executive director of King Stone Energy Group Limited (a company listed on the Stock Exchange, stock code: 663) on 22 April 2024 and an independent director of Junee Limited, a company listed on NASDAQ (Nasdaq: JUNE) on 1 April 2024.

Mr. Chou obtained a bachelor of arts degree in accountancy from the Hong Kong Polytechnic University in November 2003. Mr. Chou was admitted as a member of the Hong Kong Institute of Certified Public Accountant in November 2011. He was also admitted as a member of the Association of Chartered Certified Accountants in November 2010 and subsequently a fellow member in November 2015.

周先生在會計及審核方面擁有逾20年經驗。在加入本集團之前，周先生於2003年9月至2006年1月在一間會計師事務所工作，其最後職位為中級核數師。彼其後於2006年1月至2010年12月加入羅兵咸永道會計師事務所。由2011年1月至2012年3月，周先生擔任聯交所主板上市公司北京體育文化產業集團有限公司(股份代號：1803，前稱瀚洋物流控股有限公司)的企業服務主管。自2013年4月起，周先生一直擔任GEM上市公司匯思太平洋集團控股有限公司(股份代號：8147)(「匯思太平洋集團」)的財務總監及公司秘書。周先生已分別於2014年9月及2017年3月辭任匯思太平洋集團的財務總監及公司秘書，並於2024年4月1日續聘為公司秘書及授權代表。周先生亦於2015年1月至2016年7月擔任匯福金融集團有限公司(其後轉職匯福管理(中國)有限公司)的財務總監。自2013年4月起，周先生一直為職人策略(集團)有限公司的董事。周先生於2020年2月5日起擔任新明中國控股有限公司(一間於聯交所主板上市的公司，股份代號：2699)執行董事及授權代表，並於2020年5月1日獲調任為非執行董事。周先生分別於2021年11月18日及2021年11月25日辭任新明中國控股有限公司非執行董事及授權代表。周先生亦於2024年4月30日擔任正乾金融控股有限公司(一間於聯交所主板上市的公司，股份代號：1152)的公司秘書，於2024年3月8日擔任星亞控股有限公司(一間於聯交所GEM上市的公司，股份代號：8293)的獨立非執行董事，於2024年4月22日擔任金山能源集團有限公司(一間於聯交所上市的公司，股份代號：663)的獨立非執行董事，並於2024年4月1日擔任納斯達克上市公司Junee Limited(納斯達克股份代號：JUNE)的獨立董事。

周先生於2003年11月在香港理工大學取得會計學文學士學位。周先生於2011年11月獲承認為香港會計師公會會員。彼亦於2010年11月獲承認為英國特許公認會計師公會會員，其後於2015年11月獲承認為資深會員。

Environmental, Social and Governance Report

環境、社會及管治報告

1 ABOUT THE REPORT

The Group primarily adopts the principles and basis of the “Environmental, Social and Governance Reporting Guide” (“**ESG Guide**”) as set out in Appendix C2 to the GEM Listing Rules, with an aim to establish a sound environmental, social and governance structure.

This report covers the Group’s overall performance in two subject areas, namely, environmental and social aspect of the business operations in Hong Kong office for the period from 1 April 2023 to 31 March 2024 (the “**Year**” or “**2024**”), unless otherwise stated.

This report comprises the review of environmental, social and governance areas (“**ESG**”), which sets out the Company and its major subsidiaries’ policies and practices in respect of three environmental aspects and eight social aspects in accordance with ESG Guide for the Year. This report is designed to allow the Company’s stakeholders, such as Shareholders, investors, customers, suppliers, employees, creditors, regulators and the general public to have comprehensive understanding of the long-term sustainability information of the Group. The Group seeks to balance the views and interests of these stakeholders through constructive conversation with a view to setting the course for long term prosperity. The Board is responsible for evaluating and determining the environmental, social and governance risks of the Group, and ensuring that relevant risk management and internal control systems are in place and operate effectively.

Unless otherwise specified, the reporting boundary of this report covers the principal businesses of the Group. We regularly review the scope of the ESG Report to ensure that significant impacts to the Group’s overall business portfolio are covered.

1 有關本報告

本集團主要採用《GEM上市規則》附錄C2《環境、社會及管治(ESG)報告指引》(「《**ESG報告指引**」»)中所列的原則及基礎，旨在建立健全的環境、社會及管治結構。

除非另有說明，本報告涵蓋範圍為2023年4月1日至2024年3月31日期間(「**年內**」或「**2024年**」)本集團在兩個主要領域的整體表現，即香港辦事處業務營運的環境與社會領域。

本報告包括對環境、社會及管治領域(「**ESG**」)的審查，闡述本公司及主要附屬公司於年內依照《ESG報告指引》在三個環境層面及八個社會層面的政策及慣例。本報告旨在令本公司的利益相關者，如股東、投資者、客戶、供應商、僱員、債權人、監管者及公眾對本集團的長期可持續性資訊有全面的瞭解。本集團致力於透過建設性對話以平衡上述利益相關者的觀點及利益，以期建立長期繁榮的路徑。董事會負責評估及確定本集團的環境、社會及管治風險，並確保相關風險管理及內部控制系統就緒並有效運作。

除另有指定者外，本報告的報告範圍涵蓋本集團的主要業務。我們定期審閱ESG報告的範圍，以確保涵蓋對本集團整體業務組合的重大影響。

Environmental, Social and Governance Report

環境、社會及管治報告

The basis of reporting principles:

- Materiality:

The Group determines material ESG issues by stakeholder engagement and materiality assessment.

- Quantitative:

Information is presented with quantitative measure, whenever feasible, including information on the standards, methodologies, assumptions used and provision of comparative data.

- Consistency:

The Report will use consistent methodologies for meaningful comparisons in the past years unless improvements in methodology are identified.

2 BOARD STATEMENT

The Board has a primary role in overseeing the Group's ESG issues. During the Year, the Board, the management and the ESG working team spent significant time in evaluating the impacts of ESG-related risks towards the operation and formulating ESG-related policies in dealing with relevant risks. The oversight of the Board ensures that the management and the ESG working team can have all the right tools and resources to oversee the ESG issues.

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

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

報告原則基準：

- 重要性：

本集團透過持份者參與及重要性評估確定重大 ESG 議題。

- 量化：

本集團於可行情況下以量化計量單位呈報資料，包括有關所用標準、方法、假設及提供比較數據的資料。

- 一致性：

本報告將使用與過往年度一致的方法作有意義的比較，惟識別到方法改進除外。

2 董事會聲明

董事會就監督本集團的 ESG 議題上發揮主要作用。年內，董事會、管理層及 ESG 工作團隊花大量時間評估 ESG 相關風險對營運的影響，並制定應對相關風險的 ESG 相關政策。董事會的監督確保管理層及 ESG 工作團隊能擁有所有合適的工具及資源監督 ESG 議題。

管理層及 ESG 工作團隊主要負責審查及監督本集團的 ESG 進展以及風險管理。ESG 治理事項及 ESG 相關議題於年內的定期會議上進行審查。

董事會已識別出有關其業務及持份者的潛在重大議題。董事會作為公司的主要持份者之一亦參與重要性評估，就 ESG 議題的重要性提供具建設性的意見。

Environmental, Social and Governance Report

環境、社會及管治報告

3 MATERIALITY MATRIX

During the Year, the Group has evaluated a number of environmental, social and operation related issues, and assessed their importance to stakeholders and the Group through various channels.

3 重要性矩陣

年內，本集團對多項環境、社會和運營相關議題進行評估，並通過各種渠道評估該等議題對持份者及本集團的重要性。

	Importance to the Group 對本集團的重要性			
		Low 低	Medium 中	High 高
Importance to Stakeholders 對持份者的重要性	High 高	<ul style="list-style-type: none"> Anti-discrimination 反歧視 Protecting labour rights 保護勞工權利 	<ul style="list-style-type: none"> Talent management 人才管理 Staff training and promotion opportunity 員工培訓及晉升機會 Staff compensation and welfare policies 員工補償及福利政策 	<ul style="list-style-type: none"> Customers' satisfaction Level 客戶滿意程度 Anti-corruption 反貪污 Product quality and safety 產品質量及安全 Suppliers management 供應商管理 Occupational health and workplace safety 職業健康及工作場所安全
	Medium 中	<ul style="list-style-type: none"> Community involvement 社區參與 	<ul style="list-style-type: none"> Use of resources 資源使用 	<ul style="list-style-type: none"> Operational compliance 營運合規 Protecting customers' privacy 保護客戶隱私 Air emissions 氣體排放
	Low 低	<ul style="list-style-type: none"> Preventive measures for child and forced labour 對童工及強迫勞動的預防措施 	<ul style="list-style-type: none"> Non-hazardous wastes produced 產生的無害廢物 	<ul style="list-style-type: none"> Use of raw materials 原材料使用 Hazardous wastes produced 產生的有害廢物

Environmental, Social and Governance Report

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The table underneath shows aspects on the ESG Guide to be assessed and those ESG issues were determined to be material to the Group.

下表列示《ESG報告指引》中需要評估的層面，以及釐定為對本集團而言屬重大的ESG議題。

ESG Aspects as set forth in ESG Guide 《ESG報告指引》中所載ESG層面

Material ESG issues to the Group 對本集團而言屬重大的ESG議題

(A) Environmental

(A) 環境

A1	Emissions	Energy consumption
A1	排放物	用電量
A2	Use of Resources	Use of energy and paper
A2	資源使用	能源及紙張的使用
A3	Environment and Natural Resources	
A3	環境及天然資源	
A4	Climate Change	
A4	氣候變化	

(B) Social

(B) 社會

B1	Employment and Labour Practices	Labour practices
B1	僱傭及勞工常規	勞工常規
B2	Health and Safety	Workplace health and safety
B2	健康與安全	工作場所的健康與安全
B3	Development and Training	Employee development and training
B3	發展及培訓	員工發展及培訓
B4	Labour Standards	Anti-child and forced labour
B4	勞工準則	反童工及強制勞工
B5	Supply Chain Management	Supply chain management
B5	供應鏈管理	供應鏈管理
B6	Product Responsibility	Product responsibility
B6	產品責任	產品責任
B7	Anti-corruption	Anti-corruption, fraud prevention and anti-money laundering
B7	反貪污	反貪污、反欺詐及反洗錢
B8	Community Involvement	Community programs, employee volunteering and donation
B8	社區參與	社區活動、員工志願活動及捐贈

Environmental, Social and Governance Report

環境、社會及管治報告

A. ENVIRONMENTAL

Environmental protection is one of the core values of the Group. The Group has proactively looked for and implemented new technology at various stages of its business in order to minimise its impact on the environment. The Group's products are designed to be safe and environmental friendly for customer use, meaning recyclable and safe to dispose materials are specified in its designs, and clean production processes are adopted in its business process. Moreover, unnecessary packaging that can cause harm to environment is not introduced into its products.

The Group considers environmental protection an essential component of sustainable and responsible business. The Group strives to negative impacts on the environment and to seek environmental friendly methods of operation. Given the nature of the Group's business, electricity was the most significant resources consumed in Hong Kong, Macau and Shenzhen, the PRC during the Year.

The Current Environmental Policies

The Group's main task is to measure and report the efforts in reducing carbon footprints, promote waste reduction at source, enhance its waste disposal management and set targets on environmental performance. To minimise the environmental impacts concerning the activities, products and services, the Group will:

- comply with applicable legal requirements and other requirements which relate to the Group's environmental aspects, and to which the Group subscribes;
- identify environmental impacts associated with the operations and set the targets to reduce stress on the environment in consideration of social expectations; and
- prevent pollution, reduce waste and minimise the consumption of resources from all daily operations and actively promote recycle, reuse and replace;
- educate, train and motivate employees to develop a social viewpoint that enables them to conduct business activities in an environmentally responsible manner.

A. 環境

環境保護為本集團的核心價值之一。本集團在業務各個階段積極尋找並實施新技術，以儘量減少其對環境的影響。本集團之產品旨在對客戶使用而言為安全的、環保的，即在其設計中採用可回收以及能安全處置的材料，並在其生產流程中採用清潔生產工藝。此外，未對產品使用會對環境造成危害的不必要之包裝。

本集團認為，環境保護為可持續與負責任的業務的重要構成部分。本集團致力於減低對環境產生的負面影響，並尋求環境友好的營運方式。鑒於本集團的業務性質，於年內在香港、澳門及中國深圳市，電力為消耗量最大的資源。

當前的環境政策

本集團的主要任務為測量並匯報減少碳足跡的成果，從源頭上促進廢棄物減少，加強廢棄物處理管理，並設定環境績效目標。為盡量減少活動、產品與服務對環境的影響，本集團將：

- 遵守與本集團的環境層面有關及本集團須遵守的適用法律規定及其他規定；
- 識別營運中引致的環境影響，並參考社會期望設定目標，以減低環境壓力；及
- 防止污染，減少浪費，最大限度地減少日常業務營運中的資源消耗，積極推廣回收、再利用及替換；
- 教育、培訓及激勵員工建立社會觀念，使其於進行業務活動時亦對環境負責任。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group is committed to ensuring its businesses are operated in compliance with the following laws and regulations which have significant impact:

- a. the Law of the PRC on Import and Export Commodity Inspection《中華人民共和國進出口商品檢驗法》;
- b. Guangdong Safety Technology and Prevention Regulation《廣東省安全技術防範管理條例》;
- c. Product Quality Law of the PRC《中華人民共和國產品質量法》;
- d. Environmental Protection Law of the PRC《中華人民共和國環境保護法》;
- e. the Law of the PRC on Prevention and Control of Environmental Noise Pollution《中華人民共和國環境噪聲污染防治法》;
- f. the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Wastes《中華人民共和國固體廢物污染環境防治法》;
- g. the Regulations on the Administration of Construction Project Environmental Protection《建設項目環境保護管理條例》; and
- h. the Anti-terrorian Law of the People's Republic of China《中華人民共和國反恐怖主義法》 and Guangdong Safety Technology and Prevention Regulation《廣東省安全技術防範管理條例》.

本集團致力確保其業務營運遵守以下具有重大影響的法律及法規：

- a. 《中華人民共和國進出口商品檢驗法》;
- b. 《廣東省安全技術防範管理條例》;
- c. 《中華人民共和國產品質量法》;
- d. 《中華人民共和國環境保護法》;
- e. 《中華人民共和國環境噪聲污染防治法》;
- f. 《中華人民共和國固體廢物污染環境防治法》;
- g. 《建設項目環境保護管理條例》; 及
- h. 《中華人民共和國反恐怖主義法》及《廣東省安全技術防範管理條例》。

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環境、社會及管治報告

A1.1. Emissions Data from Gaseous Fuel Consumption

During the Year, the key environmental impacts from the Group's operations were energy and paper consumptions. To achieve environmental protection, the Group encourages employees increase the use of e-statement or scanning instead of traditional photocopying to reduce the use of paper and greenhouse gas emissions; to switch-off all computers and office equipment (such as lighting and air-conditioner) at the end of each working day.

- (a) Since the Group did not have town fuel and town gas consumption during the Year, therefore no relevant emissions data is available.
- (b) the Company had certain motor vehicles during the Year, the emissions data applied to the Group's motor vehicles are set out below:

A1.1 氣體燃料消耗的排放資料

於年內，本集團營運中所產生的主要環境影響為能源及紙張使用。為實現環境保護，本集團鼓勵員工增加使用電子報表或掃描代替傳統複印，以減少紙張使用及溫室氣體排放；在每個工作日結束時，關閉所有電腦與辦公設備（如照明及空調）。

- (a) 由於本集團於年內並無消耗城市燃料及城市氣體，故並無相關排放物數據。
- (b) 於年內，本公司擁有若干汽車，適用於本集團汽車的排放數據載列如下：

Key Performance Index ("KPI") 關鍵績效指標 (「關鍵績效指標」)

	2024 2024年	Unit 單位	% %
NOx 氮氧化物	118.2	g 克	34%
SOx 硫氧化物	224.0	g 克	64%
PM 可入肺顆粒物	8.7	g 克	2%
Total 總數	350.9	g 克	100%

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A1.2. Greenhouse Gas Emission

A1.2 溫室氣體排放

	KPI 關鍵績效指標		
	2024 2024年	Unit 單位	%
Scope 1 範圍 1			
Direct Emission 直接排放	41,083	Kg 公斤	35%
Scope 2 範圍 2			
Indirect Emission 間接排放	76,611	Kg 公斤	65%
Scope 3 範圍 3			
Other Indirect Emission 其他間接排放	–	Kg 公斤	0%
Total 總數	117,694	Kg 公斤	100%

During the Year, there were 117,694 kg (2023: 96,794 kg) of greenhouse gases (mainly carbon dioxide, methane and nitrous oxide) emitted from the Group's operation.

於年內，因本集團營運所產生的溫室氣體（主要為二氧化碳、甲烷及氧化亞氮）為117,694公斤（2023年：96,794公斤）。

The total gross floor area coverage for the Group during the Year was 2,102 m² (2023: 2,102 m²). The annual emission intensity was 56.0 KgCO₂e/m² (2023: 46.0 KgCO₂e/m²).

於年內，本集團總建築面積為2,102平方米（2023年：2,102平方米）。年排放密度為每平方米56.0公斤二氧化碳當量（2023年：每平方米46.0公斤二氧化碳當量）。

The Group has previously set the amount of GHG emission for the Year to 100kg. The target will be reviewed in 2026. The Group has achieved this target during the Year.

本集團先前將年內溫室氣體排放量設定為100公斤。目標將於2026年檢討。本集團於年內已達成目標。

Compliance with relevant laws and regulations:

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact relating to air and greenhouse gas emissions, discharges into water and land, generation of hazardous and non-hazardous waste of the Group during the Year. In addition, no significant fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported in the Year.

遵守有關法律及規例：

於年內，本集團未有發現任何違反有關本集團空氣及溫室氣體排放、用水及土地排放、產生有害及無害廢棄物等相關法律及法規的重大事件。此外，於年內未有報告因不遵守相關法律及規例而受到重大罰款或非貨幣制裁。

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A1.3 & A1.4 Hazardous and Non-hazardous Waste

The Group generates no hazardous waste in its operation. However, there were non-hazardous waste which the management of the Group believe to be insignificant arose from the use of electricity during the Group's operation. Wastes produced by the Group during production were passed to qualified recycler for recycling.

A1.5 & A1.6

Since the management of the Group believe the non-hazardous waste is insignificant, there is no mitigation plan for handle non-hazardous waste.

A2.1 Use of resource

The Group is committed to minimising the impact of business activities on the environment, and supporting environmental protection. In particular, a number of initiatives designed to conserve resources were introduced to promote employee awareness of the need to achieve efficient utilisation of resources.

Energy conservation will not be effective without the support of employees. The Group has been encouraging employees to establish energy-saving habits at office, such as switching off lights and electronic appliances before leaving the office, as well as maintaining indoor temperature at 25.5°C. To further conserve electricity, the Group has leased energy-efficient high-speed printers for its daily operation. The Group believed that the usage of water consumption and usage of packing material is insignificant.

A1.3及A1.4有害及無害廢棄物

本集團營運過程中並無產生有害廢棄物。然而，在本集團營運過程中由於使用電力而產生無害廢棄物，而本集團管理層認為此等無害廢棄物無關重要。本集團在生產過程中產生的廢棄物已交予合資格回收商進行回收。

A1.5及A1.6

由於本集團管理層認為產生的無害廢棄物微不足道，因此並無訂立緩解計劃以處理無害廢棄物。

A2.1 資源使用

本集團致力於最大限度減少商業活動對環境的影響，並支持環境保護。特別是，引入一系列旨在節約資源的舉措，以提高員工對實現資源有效利用必要性的意識。

節能若然沒有僱員的支持便不會成功。本集團一直鼓勵員工在辦公室養成節能習慣，例如在離開辦公室前關燈及關上電子設備，並將室內溫度保持在攝氏25.5度。為進一步節約電力，本集團已為日常營運租用具能源效益的高速列印機。本集團相信用水及使用包裝材料無關重要。

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During the Year, the energy consumption by type in total of the Group are showed as below:

於年內，本集團的總能源消耗情況按類別劃分如下：

	KPI 關鍵績效指標			
	2024	2023	Unit	% increase/ (decrease)
	2024年	2023年	單位	增加／(減少) 之百分比
Electricity consumed 用電量	141,873	106,793	kWh 千瓦時	33%
Oil consumed 油耗量	147,703	140,669	kWh 千瓦時	5%
Total energy consumed 總能源消耗量	289,576	247,462	kWh 千瓦時	17%
Total floor area of facilities 設施總樓面面積	2,102	2,102	m ² 平方米	–
Electricity consumed per square meter 每平方米用電量	138	118	kWh/m ² 千瓦時／平方米	17%

The Group has set targets to 300,000 kWh of the total energy consumption (i.e. electricity and oil consumed). The target will be reviewed in 2026. The Group has achieved the target during the Year.

本集團將總能源消耗量(即用電量及油耗量)目標設定為300,000千瓦時。目標將於2026年檢討。本集團於年內已達成目標。

A3 Environmental and Natural Resources

The Group's activities did not have direct significant impact on the environment and natural resources beyond the resource consumption and emissions issues discussed above. The Group will continue to explore ways of integrating environmental considerations into its business decisions and the services it provides, including promoting and supporting ways to combat climate change.

There was no non-compliance case with any environmental laws and regulations for the Year.

A3 環境與自然資源

除上述資源消耗與排放問題外，本集團的活動對環境及自然資源並無直接的重大影響。本集團將繼續探尋途徑，將環境因素納入業務決策及提供的服務，包括促進及幫助應對氣候變化的途徑。

於年內，並無違反任何環境法律及規例。

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A4 Climate change

Global climate change is getting worse and global warming has been a serious problem. The Group, as a responsible enterprise, is committed to implement certain measures to reduce greenhouse gas emissions from business operations.

To cope with adverse weather conditions, the Group takes precautionary and protective measures including home office arrangement, work schedule rearrangement and redeployment of resources, to ensure the safety of employees, to minimize the impact on business process and to avoid any physical damages to assets of the Group.

B. SOCIAL

Being a responsible business and employer, the Group is committed to consistently looking for ways to meet the corporate social responsibilities. The Group focuses on the welfare of its staff, environment and community as well as its business partners.

B1. Employment and Labour Practices

The Group places a significant emphasis on developing human capital, provides competitive remuneration and welfare packages. Promotion opportunities and salary adjustments are benchmarked against individual performance. Employees are entitled to benefits such as annual leave, sick leave, maternity leave, marriage leave, funeral leave and medical coverage in accordance with local regulations.

The Group emphasises on equal opportunities for all personnel in respect of hiring, pay rates, training and development, promotion and other terms of employment. The Group is committed to providing a work environment free from any form of discrimination on the basis of ethnicity, gender, religion, age, disability or sexual orientation.

The Group has a wide diversity of cultures including employees with different genders, ages, skills, educational backgrounds, industry experiences and other qualifications in order to achieve the most suitable composition and balance.

A4 氣候變化

全球氣候變化日益嚴重，全球暖化已經成為嚴重問題。作為負責任的企業，本集團致力於實施若干措施以減少業務營運中的溫室氣體排放。

為應對惡劣的天氣條件，本集團已採取預防及保護措施，包括在家辦公安排、重新安排工作日程及重新部署資源，以確保員工安全，盡量減少對業務流程的影響，並避免對本集團的資產造成任何實際損害。

B. 社會

作為負責任的企業與僱主，本集團致力於始終如一地尋求滿足企業社會責任的途徑。本集團專注於其員工、環境、社區以及其商業夥伴的福祉。

B1. 僱傭及勞工常規

本集團十分重視發展人力資本，提供有競爭力的薪酬與福利待遇。個人表現是晉升機會及薪金調整的基準。根據當地規定，職工享有年假、病假、產假、婚假、喪假、醫療保險等福利待遇。

本集團注重令所有人員在聘用、薪酬、培訓及發展、晉升以及其他僱傭層面的機會均等。本集團致力於提供不受種族、性別、宗教、年齡、殘疾或性取向歧視的工作環境。

本集團有廣泛的文化多樣性，包括不同性別、年齡、技能、教育背景、行業經驗及其他資格的僱員，以達到最適當的構成與平衡。

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The Group's remuneration package is structured with reference to the individual performance, working experience and prevailing salary levels in the market. In addition to basic salaries and mandatory provident fund for the Group's Hong Kong employees, fringe benefits including flexible leave arrangement, medical coverage scheme and annual dinner are available.

The Group complies with relevant ordinances and statutory requirements, such as the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) and the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) of Hong Kong. During the Year, the Group has had no non-compliance with any laws and regulations on employment.

The employee handbook of the Group's PRC subsidiary had been developed in accordance with the Labour Law of the PRC and has been distributed to all employees since they joined. The remuneration policies are determined on the basis of performance, qualification and experience of individual employee. The remuneration generally includes salaries and allowances.

During the Year, the Group's PRC subsidiary had subscribed to those basic pension insurance, basic medical insurance, unemployment insurance, occupational injury insurance, maternity insurance as prescribed by the Social Insurance Law of the PRC, as well as housing fund schemes as prescribed by the Regulations on the Administration of Housing Fund.

Employees' wages, overtime payments and related benefits are made not less than the local government's minimum requirements. The normal working hours for general employees are generally 8 hours a day and 40 hours a week. Integrated computation of working hours is implemented with reference to the requirements of the Labour Law of the PRC.

本集團的薪酬方案是根據個人表現、工作經驗以及市場中的現行薪酬水平而構成的。另外，本集團的香港員工除基本工資及強制性公積金外，附加福利包括靈活的休假安排，醫療保險方案及年度晚宴。

本集團遵守相關條例與法例要求，如僱傭條例(香港法例第57章)，僱員補償條例(香港法例第282章)以及香港強制性公積金計劃條例(香港法例第485章)。於年內，本集團並無違反任何有關僱傭法律及規例。

本集團中國附屬公司的員工手冊為根據《中華人民共和國勞動法》制定，於員工加入公司時向其派發。薪酬政策根據個別員工的績效、資格與經驗來確定。薪酬一般包括薪金及津貼。

於年內，本集團位於中國的附屬公司，為員工購買《中華人民共和國社會保險法》規定的基本養老保險、基本醫療保險、失業保險、工傷保險、生育保險以及《住房公積金管理條例》規定的住房公積金。

僱員的工資、加班費與相關福利不低於當地政府的最低要求。一般員工的正常工作時間通常為每天8小時，每週40小時。工時綜合計算參照《中華人民共和國勞動法》的規定實施。

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The Group is committed to ensuring its businesses are operated in compliance with the following laws and regulations which have significant impact:

本集團致力確保其業務營運遵守以下具有重大影響的法律及法規：

- | | |
|-------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|
| a. Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong); | a. 《僱員補償條例》(香港法例第282章)； |
| b. Occupiers Liability Ordinance (Chapter 314 of the Laws of Hong Kong); | b. 《佔用人法律責任條例》(香港法例第314章)； |
| c. Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong); | c. 《最低工資條例》(香港法例第608章)； |
| d. Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong); | d. 《強制性公積金計劃條例》(香港法例第485章)； |
| e. Construction Workers Registration Ordinance (Chapter 583 of the Laws of Hong Kong); | e. 《建造業工人註冊條例》(香港法例第583章)； |
| f. Regulatory Regime to which SE Macau is subject in relation to Labour Matters in Macau; | f. 專訊澳門就澳門勞工事務受規限的監管制度； |
| g. the Labour Law of the PRC《中華人民共和國勞動法》； | g. 《中華人民共和國勞動法》； |
| h. the Labour Contract Law of the PRC, the Provisional Regulations on Collection and Payment of Social Insurance Premium《社會保險費徵繳暫行條例》；and | h. 《中華人民共和國勞動合同法》及《社會保險費徵繳暫行條例》；及 |
| i. The Regulations on Management of Housing Provident Fund《住房公積金管理條例》。 | i. 《住房公積金管理條例》。 |

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Staff Composition

As at 31 March 2024, the Group employed a total of 77 (2023: 77) staff, including operational office, sales and marketing, and back office division. All staff members are allocated in Hong Kong and the PRC.

人員構成

於2024年3月31日，本集團共僱用77名員工（2023年：77名），包括業務辦公室、銷售、市場行銷部及後臺辦公室。所有工作人員均分派在香港以及中國。

(a) Employee's Employment Type Distribution

(a) 按僱傭類型劃分的分佈

Employment type 僱傭類型	2024 2024年		2023 2023年	
	Male 男性	Female 女性	Male 男性	Female 女性
Part-time staff 兼職員工	0%	0%	0%	0%
Full-time staff 全職員工	75%	25%	79%	21%
Total 總數	75%	25%	79%	21%

(b) Employee's Age and Gender Distribution

(b) 按僱員年齡及性別劃分的分佈

Age Group 年齡組別	2024 2024年		2023 2023年	
	Male 男性	Female 女性	Male 男性	Female 女性
0-15 0歲-15歲	0%	0%	0%	0%
16-18 16歲-18歲	0%	0%	0%	0%
19-30 19歲-30歲	19%	5%	12%	4%
31-45 31歲-45歲	37%	10%	36%	8%
46-60 46歲-60歲	18%	10%	29%	9%
=61/>61 61歲或以上	1%	0%	3%	0%
Total 總數	75%	25%	79%	21%

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(c) Employee's Geographical and Gender Distribution

(c) 按僱員地區及性別劃分的分佈

Geographical 地區	2024 2024年		2023 2023年	
	Male 男性	Female 女性	Male 男性	Female 女性
Hong Kong 香港	49%	17%	58%	13%
The PRC 中國	26%	8%	21%	8%
Total 總數	75%	25%	79%	21%

The Group will continue to provide a well-structured and caring environment to employees to raise their sense of belonging and work efficiency in the Group.

本集團將繼續為員工提供結構良好、關愛的環境，以提高本集團員工的歸屬感與工作效率。

The Group is not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare of the Group during the Year. In addition, no non-compliance with relevant laws and regulations that resulted in significant fines or sanctions had been reported during the Year.

於年內，本集團在補償與解僱、招聘與晉升、工作時間、休息時間、機會均等、多樣性、反歧視及其他福利及待遇等法律及規例等方面，未發現任何重大的違規事件。此外，於年內，未有任何因不遵守有關法律及規例導致重大罰款或制裁的報告。

B2 Employees' Health and Safety

The management of the Group recognises that the operational efficiency of an enterprise and the maintenance of a healthy and safety working environment for all employees are closely related. The Group continues to maintain a healthy and safety working environment for its employees so as to attract and retain talented employees which is in line with established internal guidelines and systems of the Group.

B2 僱員健康與安全

本集團管理層認識到企業的營運效率與為全體員工維持一個健康安全的工作環境密切相關。本集團繼續為員工維持健康及安全的工作環境，以吸引並留住符合本集團既定的內部準則與制度的優秀員工。

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The Group provides its employee with flexible rest leave arrangement, medical and hospital scheme. The Group understands that a good working environment for its employees with a safe and comfortable working condition is very important. A set of clear guideline of work arrangement under typhoon and rainstorm warning had been formulated by the Group for its employees to follow.

本集團為員工提供靈活的休息休假安排、醫療及醫院計畫。本集團明白為員工提供一個安全、舒適的工作環境非常重要。本集團已制定明晰的颱風、暴雨警告工作安排指引，以便員工據此行事。

Occupational Health and Safety Data

The information of work accident are set out below:

職業健康與安全資料

工作事故的資料如下表所示：

Health and Safety 健康與安全	2024 2024年		2023 2023年		2022 2022年	
	Male 男性	Female 女性	Male 男性	Female 女性	Male 男性	Female 女性
Rate of work-related fatalities 因工作關係而死亡的人數	-	-	-	-	-	-
Lost hours due to work injury 因工傷損失工作時數	-	-	-	-	-	-

During the Year, the Group had no non-compliance with any laws and regulations on occupational health and safety.

於年內，本集團並未違反有關職業健康與安全的法律及規例。

B3 Development and Training

Staff development forms an important aspect of the Group's human resources policy. The Group places a strong emphasis on providing training to its employees to retain appropriate and suitable personnel for its long-term development.

B3 發展及培訓

員工發展是本集團人力資源政策的重要一環。本集團非常重視向員工提供培訓，以留住合適人員，促進公司的長遠發展。

The Group has committed to provide on-the-job education and training to its employees in order to enhance their knowledge and skills. All employees are encouraged to enhance their skills and knowledge at every opportunity in order to perform their current job more efficiently and effectively and to be better prepared for career opportunities which may arise. During the Year, regular training courses were provided to the employees included but not limited to orientation training, technical training and quality training.

本集團致力於為員工提供在職教育與培訓，以提高其知識與技能。鼓勵所有員工利用每一個機會提高自己的技能與知識，以更高效率、更有效果的方式執行其目前的工作，並更好地為可能出現的職業機會做好準備。於年內，本集團為員工提供定期培訓課程，包括但不限於定向培訓、技術培訓及質素培訓。

Performance evaluations are initiated annually. In order to recognise the value in the skill and experience of the Group's employees, the Group has adopted a policy that any promotions will be considered internally first before hiring any outside staff. It is the Group's policy to select the most suitable candidate for appointment to a higher rank based on merit, rather than on the seniority of the candidates.

績效評估每年進行。為認識到本集團員工的技能與經驗的價值，本集團實行一項政策，即在招聘任何外部員工之前，首先應考慮內部晉升。本集團的政策是，為較高的職位選擇最合適的候選人時，以候選人的功績而非年資為基礎。

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B4 Labour Standard

The Group is fully awarded that child labour and forced labour violate fundamental human rights, International Labour Conventions and Recommendations and poses a threat to sustainable social and economic development. Therefore, the Group strictly complied with relevant laws and regulations. The Group prohibits the hiring of child labour by reviewing the actual age of the interviewee during the recruitment process, including the examination of identity documents and detailed records. The Group only carries out the requirements of standard labour contract and does not adopt any means to unfairly restrict the employment relationship between employee and the enterprise by, for example, withholding a deposit or identity documents.

For entry registration, all employees must present to the Group valid documents as follows: (i) identity card and vocational qualification certificate; (ii) social security card; (iii) medical or health certificate; (iv) recent photos; and (v) other relevant information and documents. The above procedures can ensure no child labour will be employed.

Being people-oriented, the Group has hosted various social events and activities such as company trips and parties for its employees with the aim of promoting work-life balance.

During the Year, the Group had no non-compliance with any child labour and forced labour laws.

B5 Supply Chain Management

The Group has the greatest respect for the laws and regulations that govern its business. The Group strives to adhere to international best practices and conduct fair and unbiased procurement processes when dealing with suppliers.

The Group adheres to the principle of transparency and implements the value of honesty, integrity and fairness in its supply chain management. The Group's procurement procedures provide directions and guidelines on evaluation and engagement when dealing with suppliers of goods and services to ensure business is conducted with legally, financially and technically-sound entities. In addition, approval procedures are in place to ensure that supplier engagements are monitored and approved by the appropriate level of management.

B4 勞工準則

本集團充分認識到，童工及強制勞工違反基本人權、國際勞工公約，並可能對社會與經濟的可持續發展構成威脅。因此，本集團嚴格遵守相關法律及規例。本集團透過審查在招聘過程中被調查者的實際年齡，包括對身份證件與詳細記錄的審查，以避免聘用童工。本集團僅執行標準勞動合同的要求，不使用任何手段，例如扣留定金或身份證件，不公平地限制僱員與公司之間的僱傭關係。

入職登記時，所有員工必須向本集團提供以下有效文件：(i) 身份證及職業資格證書；(ii) 社會保障卡；(iii) 醫療或健康證明；(iv) 近期相片；及(v) 其他相關資訊及檔案。上述流程可確保避免僱用童工。

本集團以人為本，為員工提供各式各樣的社交及活動，如公司旅行及派對等，目的是促進工作與生活的平衡。

於年內，本集團並無違反童工及強制勞工法例。

B5 供應鏈管理

本集團對規管其業務的法律及規例給予最大的尊重。本集團始終盡力堅持國際最佳做法，在選擇供應商時，採用公平公正的採購流程。

本集團堅持透明原則，在供應鏈管理中實現誠實、信用及公平的價值。在選擇貨物與服務供應商時，本集團的採購流程為其提供評價及參與的指引及說明，以確保交易對方為法律、財務及技術上健全的實體。此外，批准流程亦已就緒，以確保供應商的訂約得到適當的管理層的監察與批准。

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During the selection process of suppliers, the Group takes into account such as its reputation, quality of services and products, past performance and green elements.

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

Performance of suppliers impose direct impact on the sustainability of the Group's operation. The Group implements the procedures on selection of suppliers strictly to minimize both the environmental and social risks of the Group's supply chain. A systematic supplier management mechanism has been set up to closely monitor the performance of suppliers. As at 31 March 2024, the Group has 72 major suppliers.

The geographical distribution of suppliers are set out below:

在供應商選擇過程中，本集團的考慮因素包括其聲譽、服務及產品質素、舊有業績以及環保因素。

甄選新供應商時，本集團優先考慮對環境友好及對社會負責的供應商，以促進及支持在供應鏈中對環境有利的產品及服務。

供應商的表現對本集團經營的可持續性有直接影響。本集團嚴格執行甄選供應商的程序，以減少本集團供應鏈的環境及社會風險。我們已建立有系統的供應商管理機制，密切監測供應商的表現。於2024年3月31日，本集團有72家主要供應商。

按地區劃分的供應商如下表所示：

By Location 按地區劃分	2024 2024年
Hong Kong 香港	65%
China 中國	33%
Korea 南韓	1%
Other countries 其他國家	1%
Total 總數	100%

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B6 Product Responsibility

A high priority for the Group is to ensure customer satisfaction in terms of the products and services. Strenuous efforts are made to ensure compliance with the relevant laws and regulations relating to product health and safety, advertising, labelling and privacy matters of the jurisdictions in which the Group operates. The Group requires its employees to comply with applicable governmental and regulatory laws, rules, codes and regulations.

Quality Control and Product Warranty

Instruction guidelines regarding product quality inspection, return and repair of defective products have been set to further ensure that the quality of our products are up to standard and customers who have received verified defective products can get their replacement. Upon receiving a defective unit of a product, the unit is subject to different procedures depending on the situation, which will be accepted for exchange or repair if the customer can provide valid purchase and warranty documents. Our customer service team is responsible for monitoring and handling customer complaints and a set of procedures have been formulated so that complaints can be categorized and solved by the designated staff timely.

Data Privacy Protection

The Group emphasises the importance of protecting and safe-guarding its customers' privacy, especially for money lenders' information. Thereby, the Group would be cautious upon the collection, procession and usage of customers' personal data in order to comply with the provisions of the Personal Data (Privacy) Ordinance.

During the Year, the Group did not have any products subject to recall and did not receive any complaint from its customers in relation to either the quality of its services or products. The Group had no non-compliance cases regarding violations of relevant laws and regulations on product responsibility and data privacy.

B6 產品責任

確保顧客滿意我們的產品及服務是本集團的主要目標。本集團致力確保本集團在產品健康、安全、廣告、標籤以及私隱權方面遵守本集團經營所在地司法權區法律及法規。本集團亦要求僱員遵守相關的政府及監管法律、規定、規則、守則及規例。

質量控制及產品保證

我們已制定有關產品質量檢驗、退回及維修有缺陷產品的指引，以進一步確保我們產品的質量符合標準，且收到驗證有缺陷產品的客戶可更換產品。於收到有缺陷後，產品須視乎情況接受不同程序，倘客戶可提供有效的購買及保修文件，產品將被接受更換或維修。我們的客戶服務團隊負責監察及處理客戶投訴，並已制定一套程序，以便指定員工及時分類及解決投訴。

資料私隱保障

本集團強調保護及保障客戶私隱(尤其是放債人資料)的重要性。因此，本集團將審慎收集、處理及使用客戶的個人資料，以遵守個人資料(私隱)條例的條文。

本年度，本集團無召回任何產品，亦並未接獲任何客戶作出關於其服務或產品質量的投訴。本集團並無任何違反產品責任及資料私隱相關法律及法規的不合規個案。

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B7 Anti-corruption

Corruption, bribery or fraud in any form is strictly prohibited. The Group's anti-corruption policies set out standards of conduct to which all employees are required to adhere in order to promote the integrity environment in the workplace.

The management believes that the integrity of business is the foundation of corporate social responsibility, as well as a fundamental element for a business's competitive advantage and sustainability. The Group is committed to the highest possible standards of openness, probity and accountability.

To combat corruption and to govern conflicts of interest, unless with the Group's approval, Directors and employees are prohibited from accepting any valuable items from co-workers, customers, suppliers or other stakeholders. Unless with approval the Board, senior management members are also prohibited from engaging in any activities that involve a potential conflict of interest with the Group or may do harm to the Group's overall interests. Breaches are subject to disciplinary actions, including termination of employment contracts where necessary.

Various policies have also been formulated to accord with the Securities and Futures Commission's Guideline on Anti-Money Laundering and Counter-Terrorist Financing, including the basic procedures for customer identification and due diligence, suspicious transactions report and recordkeeping. Ongoing staff training has also been carried out to ensure each of the employees is fully aware of these policies.

During the Year, the Group provide 1 training hours in relation to anti-corruption to its staffs.

In the Year, there was no legal case concerning corruption brought against the Group or employees.

B8 Community Involvement

The Group always seeks to be a positive force in the communities in which it operates and to maintain close communications and interactions with the communities in order to contribute to local development from time to time.

The Group strives to improve its social image and social responsibility through community investment. All employees of the Group are encouraged to participate in helping and supporting the local communities and neighbours with their own initiatives.

B7 反貪污

嚴禁任何形式的貪污、賄賂或詐騙等行為。本集團的反貪污政策規定所有員工必須遵守行為準則，以促進工作場所的誠信環境。

管理層相信企業誠信是企業社會責任的基礎，也是企業競爭優勢與可持續性的基本因素。本集團致力於實現開放、廉潔及問責制的最高標準。

為打擊貪污及管治利益衝突，除非得到本集團批准，否則董事及僱員不得從同事、客戶、供應商或其他利益相關者處獲取任何有價物品。除經董事會批准外，高級管理人員也不得從事任何與本集團有潛在利益衝突或可能損害本集團整體利益的活動。違反規定者接受紀律處分，包括在必要時終止僱傭合約。

已制定符合證券及期貨事務監察委員會關於反洗錢及反恐怖融資指引的各項政策，包括客戶識別及盡職調查的基本流程，可疑交易報告及記錄保存。並已進行員工培訓，以確保每位員工均充分瞭解該等政策。

於年內，本集團為員工提供了1小時的反貪污培訓。

於年內，未有針對本集團或僱員貪污的法律案件。

B8 社區參與

本集團一直致力於在其營運的社區中發揮積極的力量，並與社區保持密切的溝通與互動，以便適時為當地的發展作出貢獻。

本集團致力於透過社區投資，努力提升社會形象及社會責任感，鼓勵本集團全體員工主動投身參與到幫助及支持當地社區與鄰里的行動中。

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Group has committed to upholding high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial to the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of Shareholders.

The Company has adopted and complied with the Corporate Governance Code (the “**CG Code**”) contained in Appendix 15 to The Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) as its own code and has complied with the CG Code for the year ended 31 March 2024, except for the following deviation. The Board has continued to monitor and review the corporate governance principles and practices to ensure compliance.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wang was appointed as the Chairman and the chief executive officer on 13 May 2024. Given that the scale of the Group is not mega and that the Company’s and the Group’s current business operations and administration have been stable, the Board is justified that the current structure is able to enable the effective discharge of the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the Chairman and the chief executive officer if the situation warrants it.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors (the “**Model Code**”) on terms no less exacting than the required standard of dealings (the “**Required Standard of Dealings**”) as set out in Rules 5.48 to 5.67 of the GEM Listing Rules.

Upon the specific enquiry made to all the Directors, apart from Mr. Wang Yicheng, the Company was not aware of any non-compliance with the Model Code and the Required Standard of Dealings regarding securities transactions by the Directors for the period from the date of the Listing to the date of this report.

According to code provision Rule 5.56(a) of the GEM Listing Rules, a Director must not deal in any securities of the Company on any day on which its financial results are published and during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results. According to Rule 5.61 of the GEM Listing Rules, a director must not deal in any securities of the issuer without first notifying in writing the chairman or a director (otherwise than himself) designated by the board of directors of the Company for the specific purpose and receiving a dated written acknowledgement.

企業管治常規

本集團致力維持高水準企業管治。董事會認為增加公眾問責性及企業管治有利於本集團穩健增長、提高顧客及供應商信心，以及保障股東的利益。

本公司已採納及遵守聯交所GEM證券上市規則(「**GEM上市規則**」)附錄15所載之企業管治守則(「**企業管治守則**」)作為其自身之守則，並於截至2024年3月31日止年度遵守企業管治守則，惟下列偏離事項除外。董事會已持續監察及審閱企業管治原則及常規以確保合規。

主席及行政總裁

企業管治守則條文第C.2.1條規定，主席與行政總裁的角色應予區分且不應由同一人士擔任。汪先生於2024年5月13日獲委任為主席兼行政總裁。鑑於本集團規模並不龐大以及本公司及本集團目前業務運作及管理穩定，董事會有理由認為目前之架構能夠促使有效履行該兩個職位之職責。然而，展望未來，如情況有此必要，董事會將不時檢討是否需要將主席與行政總裁之角色分開。

董事之證券交易

本公司就董事進行證券交易採納條款不遜於GEM上市規則第5.48至5.67條所載交易規定準則(「**交易規定準則**」)之操守守則(「**標準守則**」)。

經向全體董事進行具體查詢後，除汪一成先生外，本公司並不知悉由上市日直至本報告日期期間有關董事進行證券交易違反標準守則及交易規定準則之情況。

根據GEM上市規則第5.56(a)條守則條文，董事不得於刊發財務業績當日及緊接年度業績刊發日期前60日期間或(如較短)相關財政年度結束時起至業績刊發日期止期間買賣本公司任何證券。根據GEM上市規則第5.61條，董事不得在未事先書面通知本公司董事會為特定目的而指定之主席或董事(本人除外)以及未收訖註明日期之書面確認時買賣發行人任何證券。

Corporate Governance Report

企業管治報告

An executive Director, Mr. Wang Yicheng, due to inadvertent mistakes, purchased 136,230,000 shares of the Company from 30 May 2024 to 13 June 2024 without notifying the designated Director or the Board and obtaining the designated Director's approval before purchasing the relevant shares, which was in contravention of Rules 5.56(a) and 5.61 of the GEM Listing Rules.

The Company has taken the following remedial steps to avoid the reoccurrence of similar incidents:

- Communicated and reminded Mr. Wang Yicheng that the blackout period of the Group;
- Recirculated the Model Code to the Board and reminded the Directors of the procedures that they should follow should they wish to deal in the Company's shares; and
- Arranged refresher training on Directors' duties under the GEM Listing Rules for Mr. Wang Yicheng.

The Board considers that by adopting the aforesaid measures, it would enable the Directors to understand the dealing restriction during the black-out period and the procedures that they need to follow before dealing in the securities of the Company. The Board therefore considered that the implementation of the above measures would minimize the chance of breach of the Model Code by the Directors in the future.

BOARD OF DIRECTORS

Composition

The Board currently comprises nine Directors, including four executive Directors, one non-executive Director and four Independent non-executive Directors.

Executive Directors

Mr. Wang Yicheng (*Chairman and Chief Executive Officer*)
(Appointed on 26 January 2024 and re-designated on 13 May 2024)
Ms. Yuen Mei Ling, Pauline
Mr. Mui Pak Kuen (*Resigned on 30 November 2023*)
Mr. Lin Shixing (*Appointed on 22 December 2023*)
Ms. Zhang Yushan (*Appointed on 12 April 2024*)
Mr. Hui Cho Lung (*Resigned on 31 May 2024*)

執行董事汪一成先生因無心之失，於2024年5月30日至2024年6月13日期間購買136,230,000股本公司股份，而於購買相關股份前未通知指定董事或董事會以及未取得指定董事批准，違反GEM上市規則第5.56(a)條及第5.61條。

為避免類似事件再次發生，本公司已採取以下補救措施：

- 與汪一成先生溝通，並提醒其有關本集團之禁售期；
- 給董事會重新傳閱標準守則，並提醒董事買賣本公司股份時應遵循之程序；及
- 根據GEM上市規則就汪一成先生安排有關董事職責之進修培訓。

董事會認為，採取上述措施可讓董事了解禁售期內之交易限制以及其買賣本公司證券前須遵循之程序。因此，董事會認為實行上述措施可將董事日後違反標準守則的機會減至最少。

董事會

組成

董事會由九名董事組成，包括四名執行董事、一名非執行董事及四名獨立非執行董事。

執行董事

汪一成先生 (*主席兼行政總裁*) (於2024年1月26日獲委任，並於2024年5月13日調任)
阮美玲女士
梅栢權先生 (於2023年11月30日辭任)
林石興先生 (於2023年12月22日獲委任)
張與珊女士 (於2024年4月12日獲委任)
許佐龍先生 (於2024年5月31日辭任)

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Non-executive Director

Ms. Leung Wai Hing, Ella (Resigned on 31 December 2023)
Mr. Yam Chiu Fan, Joseph (Resigned on 15 January 2024)
Mr. Yuen Kwok Wai, Tony (Re-designated on 13 May 2024)

Independent non-executive Directors

Mr. Chung Billy
Mr. Wong Ching Wan
Mr. Ke Tianxiang (Appointed on 22 January 2024)
Mr. Poon Wai Hung Richard (Resigned on 15 February 2024)
Mr. Yang Chuan (Appointed on 12 April 2024)

Details of backgrounds and qualifications of all Directors are set out in the section headed “Biographies of Directors and Senior Management” of this annual report. All Directors have given sufficient time and attention to the affairs of the Group. Each executive Director has sufficient experience, knowledge and execution ability to hold the position so as to carry out his or her duties effectively and efficiently.

During the year ended 31 March 2024, one general meeting, fourteen regular Board meetings and other Board meetings were held in addition to circulation of written resolution. Attendance record of these meetings are shown below:

Name of member	成員姓名	General Meeting 股東大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Number of total meetings	會議總數	1	14	3	6	6
Number of Meetings attended/Total	已出席會議之 次數/總數					
Executive Directors	執行董事					
Mr. Wang Yicheng (Chairman and Chief Executive Officer) (Appointed on 26 January 2024 and re-designated on 13 May 2024)	汪一成先生(主席兼行政總裁) (於2024年1月26日獲委任,並於2024年5月13日調任)	N/A 不適用	1/1	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Yuen Mei Ling, Pauline	阮美玲女士	1	14/14	N/A 不適用	6/6	N/A 不適用
Mr. Mui Pak Kuen (Resigned on 30 November 2023)	梅栢權先生(於2023年11月30日辭任)	1	7/8	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lin Shixing (Appointed on 22 December 2023)	林石興先生(於2023年12月22日獲委任)	N/A 不適用	2/2	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Zhang Yushan (Appointed on 12 April 2024)	張與珊女士(於2024年4月12日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Hui Cho Lung (Resigned on 31 May 2024)	許佐龍先生(於2024年5月31日辭任)	1	14/14	N/A 不適用	N/A 不適用	N/A 不適用

非執行董事

梁蕙馨女士(於2023年12月31日辭任)
任超凡先生(於2024年1月15日辭任)
阮國偉先生(於2024年5月13日調任)

獨立非執行董事

鍾定縉先生
王青雲先生
柯天雄先生(於2024年1月22日獲委任)
潘偉雄先生(於2024年2月15日辭任)
楊川先生(於2024年4月12日獲委任)

所有董事的背景及資歷詳情載於本年報「董事及高級管理層履歷」一節。所有董事已投放足夠時間及精力於本集團事務。各執行董事具備之經驗、知識及執行能力，足以勝任有關職位，並有效及高效履行職務。

截至2024年3月31日止年度，除了傳閱書面決議案，已舉行一次股東大會、14次常規董事會會議及其他董事會會議。會議出席紀錄列示如下：

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Name of member	成員姓名	General Meeting 股東大會	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
Non-executive Director		非執行董事				
Ms. Leung Wai Hing, Ella (Resigned on 31 December 2023)	梁蕙馨女士 (於2023年 12月31日辭任)	1	8/10	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yam Chiu Fan, Joseph (Resigned on 15 January 2024)	任超凡先生 (於2024年 1月15日辭任)	1	7/10	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Yuen Kwok Wai, Tony (Re-designated on 13 May 2024)	阮國偉先生 (於2024年 5月13日調任)	1	14/14	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive Directors		獨立非執行董事				
Mr. Chung Billy	鍾定縉先生	1	13/14	3/3	6/6	6/6
Mr. Wong Ching Wan	王青雲先生	1	14/14	3/3	6/6	6/6
Mr. Ke Tianxiong (Appointed on 22 January 2024)	柯天雄先生 (於2024年 1月22日獲委任)	N/A 不適用	2/2	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Poon Wai Hung Richard (Resigned on 15 February 2024)	潘偉雄先生 (於2024年 2月15日辭任)	1	10/13	3/3	4/6	4/6
Mr. Yang Chuan (Appointed on 12 April 2024)	楊川先生 (於2024年 4月12日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

THE RESPONSIBILITIES OF THE BOARD

The Board is responsible for the control and leadership of management company's business and is collectively responsible for the Company's affair under the Board's direction and supervision. All the Directors should make decision objectively in the interests of the Company

The overall responsibilities of the Board include considering and making decisions on the following matters:

- (i) setting the cooperate goals of the Group and formulating the Group's strategy and monitoring the implementation;
- (ii) diversification and extension of activities into new business area;
- (iii) approving the annual, half year and quarterly results;
- (iv) dividend policy;
- (v) material acquisitions and disposal;
- (vi) reviewing and monitoring the Group's internal control systems;
- (vii) monitoring the performance of the Management; and
- (viii) determining and reviewing the composition and diversity of the Board.

董事會的職責

董事會負責控制及領導管理公司業務，並在董事會指導及監督下對公司事務共同承擔責任。全體董事應客觀地作出符合本公司利益的決策。

董事會的整體職責包括就以下事宜作出考慮及決策：

- (i) 設定本集團企業目標及制定本集團策略及監督執行；
- (ii) 多元化發展及拓展業務至新業務領域；
- (iii) 批准全年、半年度及季度業績；
- (iv) 股息政策；
- (v) 重大收購及出售；
- (vi) 檢討及監控本集團內部監控制度；
- (vii) 監察管理層的表现；及
- (viii) 確定及審閱董事會組成及多元化。

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BOARD COMPOSITION AND DIVERSITY POLICY

The Company has adopted the board diversity policy since 18 January 2018. The policy sets out the approach to achieve diversity in the Board that should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Group's business and compliance with policies. The composition and diversity policies of the Board is reviewed annually and regularly. The Board should ensure that its changes in composition will not result in any undue interference. The Board members should possess appropriate professionalism, experience and trustworthiness in performing duties and functions. The Board would diversify its members according to the Company's situations and need. While participating in nomination and recommendation of director candidates during the year, each member of the Board may consider a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, or professional experience in achieving diversity for the benefit of the Company's various business development and management. The Board is to review the policy concerning diversity of Board members, and to disclose the policy or a summary of the policy in the corporate governance report, including any quantitative targets and standards and its progress with policy implementation.

In 2024, the Board has reviewed the diversity of the Board and considered the Board composition and diversity policy is appropriate.

MANAGEMENT

The daily management, administration and operation of the Company are delegated to the chief executive officer and senior management (the "Management"). The delegated functions and assignments are periodically reviewed. Approval has to be obtained from the Board prior to entering into any significant transactions by the above mentioned officers.

The overall responsibilities of the Management include considering and making decisions on the following matters:

- (i) implementing the Group's policy and strategies as set by the Board;
- (ii) strategic planning of different business and functions;
- (iii) closely monitoring operational and financial results in accordance with plans and budgets;
- (iv) putting adequate operational, planning and financial control systems in place; and
- (v) managing the Group's day-to-day business.

董事會組成及多元化政策

自2018年1月18日起，本公司已採納董事會多元化政策。該政策載有達致董事會多元化的方法，以組成技能、經驗均衡，且觀點多元化的董事會，以切合本集團業務需求並配合政策。董事會組成及多元化政策會每年及定期審閱。董事會應確保其組成的變動將不會導致任何不適宜的干擾。董事會成員須具備合適專業精神、經驗及誠信以履行彼等職務及職能。董事會將根據本公司的情况及需要增添成員。年內，各董事會成員於提名及建議董事候選人時可考慮一系列多元化因素，包括但不限於性別、年齡、文化及教育背景，或專業經驗，以達致多元化組成，有利本公司各項業務發展及管理。董事會將審閱有關董事會成員多元化的政策，並於企業管治報告披露政策或政策概要，包括任何定量目標及標準以及政策執行進度。

於2024年，董事會已審閱董事會多元化並認為董事會組成及多元化政策實屬合適。

管理層

本公司日常管理、行政及營運指派予行政總裁及高級管理層（「管理層」）。被指派的職能及任務獲定期審閱。上述高級職員進行任何重大交易須獲得董事會批准方可進行。

管理層的整體職責包括就以下事宜作出考慮及決策：

- (i) 執行董事會訂立的本集團政策及策略；
- (ii) 制定不同業務及職能的策略計劃；
- (iii) 根據計劃及預算，密切監察經營及財務業績；
- (iv) 制定足夠的營運、計劃及財務監控制度；及
- (v) 管理本集團日常業務。

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CONFIRMATION OF INDEPENDENCE

In compliance with Rules 5.05(1) and (2) of the GEM Listing Rules, the Company has appointed three Independent non-executive Directors; and at least one of whom has appropriate professional qualifications or accounting or related financial management expertise. Each of the independent non-executive Directors has made an annual confirmation in writing of his independence pursuant to the factors set out in Rule 5.09 of the GEM Listing Rules and the Company considers that all the independent non-executive Directors were independent during 2024 since their respective date of appointment.

All Independent non-executive Directors are identified as such in all corporate communications containing the names of the Directors by the Company.

Mr. Tony Yuen (a non-executive Director) and Ms. Jazzy Wong (a member of the senior management) are spouse. Mr. Tony Yuen and Ms. Pauline Yuen (an executive Director) are siblings. Ms. Jazzy Wong and Ms. Pauline Yuen are sisters-in-law. Save as otherwise disclosed herein, there is no family or other material relationship among members of the Board.

CONTINUOUS PROFESSIONAL DEVELOPMENT

All Directors, including independent non-executive Directors, should keep abreast of their collective responsibilities as Directors and of the businesses and activities of the Group. The Group also provides briefings and other training to develop and refresh the Directors' knowledge and skills, and updates all Directors on the latest developments regarding the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and to enhance their awareness of good corporate governance practices.

獨立性確認

遵照GEM上市規則第5.05(1)及(2)條，本公司已委任三名獨立非執行董事，其中至少一名具備合適專業資格或會計或相關財務管理專業知識。各獨立非執行董事已根據GEM上市規則第5.09條所載因素就其獨立性發出年度確認書，而本公司認為，全體獨立非執行董事於2024年自其各自委任日期起均屬獨立。

所有載有本公司董事姓名的公司通訊中均列明全體獨立非執行董事之身份。

阮先生（非執行董事）及王女士（高級管理層成員）為配偶。阮先生及阮女士（執行董事）為胞姊弟。王女士及阮女士為姻姊妹。除本報告另有披露外，董事會成員之間概無家族或其他重大關係。

持續專業發展

全體董事（包括獨立非執行董事）應緊貼作為董事及於本集團業務與活動的共同責任。本集團亦會提供簡報會及其他培訓，以發展及更新董事的知識及技能，並就GEM上市規則及其他適用監管規定的最新發展向全體董事提供最新資訊，確保合規及加強彼等對良好企業管治常規的意識。

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During the year ended 31 March 2024, the Directors provided their training record to the Company in respect of their participation in training activities such as attending seminars relevant to their duties and responsibilities as directors of a listed company, particulars of which are as follows:

截至2024年3月31日止年度，董事就彼等參與涉及彼等作為上市公司董事之職務及職責的培訓活動（如出席研討會）向本公司提供培訓紀錄，詳情如下：

		Reading materials relevant to directors' duties and responsibilities 閱讀與董事職務及職責有關的材料	Attending the seminar provided by the Company 出席本公司提供的研討會	Attending the seminar relevant to the skill of the Director's position 出席與董事職位技能有關的研討會
Executive Directors		執行董事		
Mr. Wang Yicheng (<i>Chairman and Chief Executive Officer</i>) (Appointed on 26 January 2024 and re-designated on 13 May 2024)	汪一成先生(主席兼行政總裁) (於2024年1月26日獲委任，並於2024年5月13日調任)	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Yuen Mei Ling, Pauline	阮美玲女士	✓	✓	✓
Mr. Mui Pak Kuen (Resigned on 30 November 2023)	梅栢權先生(於2023年11月30日辭任)	✓	✓	✓
Mr. Lin Shixing (Appointed on 22 December 2023)	林石興先生(於2023年12月22日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Zhang Yushan (Appointed on 12 April 2024)	張與珊女士(於2024年4月12日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Hui Cho Lung (Resigned on 31 May 2024)	許佐龍先生(於2024年5月31日辭任)	✓	✓	✓
Non-executive Director		非執行董事		
Ms. Leung Wai Hing, Ella (Resigned on 31 December 2023)	梁蕙馨女士(於2023年12月31日辭任)	✓	✓	✓
Mr. Yam Chiu Fan, Joseph (Resigned on 15 January 2024)	任超凡先生(於2024年1月15日辭任)	✓	✓	✓
Mr. Yuen Kwok Wai, Tony (Re-designated on 13 May 2024)	阮國偉先生(於2024年5月13日調任)	✓	✓	✓
Independent non-executive Directors		獨立非執行董事		
Mr. Chung Billy	鍾定縉先生	✓	✓	✓
Mr. Wong Ching Wan	王青雲先生	✓	✓	✓
Mr. Ke Tianxiong (Appointed on 22 January 2024)	柯天雄先生(於2024年1月22日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Poon Wai Hung Richard (Resigned on 15 February 2024)	潘偉雄先生(於2024年2月15日辭任)	✓	✓	✓
Mr. Yang Chuan (Appointed on 12 April 2024)	楊川先生(於2024年4月12日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用

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CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Wang is both the Chairman and the chief executive officer of the Company. The role of the Chairman is primarily responsible for managing the Board, whereas the role of the chief executive officer is primarily responsible for overseeing the various businesses of the Group. Their respective roles and responsibilities are summarised as follows:

Responsibilities of the chairman include: (i) leading the Board and ensuring that the Board functions effectively and smoothly; (ii) chairing the Board and Shareholder's meetings; (iii) approving the agenda for each Board meeting, taking into account, where appropriate, any matters proposed by the other Directors and the Company Secretary for inclusion in the agenda; (iv) ensuring all Directors receive all relevant information prior to each meeting and are properly briefed on issues arising at Board meetings; (v) ensuring all key and appropriate issues are discussed by the Board in a timely and constructive manner; (vi) encouraging all Directors, including the independent non-executive Directors, to actively participate in all Board and Board committees meetings and promoting a culture of openness for the Directors to share and voice their concerns on all matters during each meeting; (vii) ensuring good corporate governance practices and procedures are established and followed; and (viii) taking appropriate steps to provide effective communication with Shareholders and to ensure that Shareholders' view are communicated to the Board as a whole.

Responsibilities of the chief executive officer include: (i) implementing the Group's policy and strategies as set by the Board; (ii) strategic planning of different business and functions; (iii) closely monitoring operational and financial results in accordance with plans and budgets; (iv) assuming full accountability to the Board for all aspects of the Group's operations and performance; (v) maintaining ongoing dialogue with the Chairman and the other Directors; (vi) developing and leading an effective executive team; (vii) putting adequate operational, planning and financial control systems in place; and (viii) representing the Company and managing the Group's day-to-day business.

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wang was appointed as the Chairman and the chief executive officer on 13 May 2024. Given that the scale of the Group is not mega and that the Company's and the Group's current business operations and administration have been stable, the Board is justified that the current structure is able to enable the effective discharge of the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the Chairman and the chief executive officer if the situation warrants it.

主席及行政總裁

汪先生為本公司主席兼行政總裁。主席一職主要負責管理董事會，而行政總裁一職則主要負責監察本集團各業務。兩者的角色及職責概述如下：

主席的職責包括：(i) 領導董事會，確保董事會能有效及暢順運作；(ii) 主持董事會及股東會議；(iii) 批准各董事會會議的議程，考慮(倘適用)其他董事及公司秘書建議的任何事宜以載入議程；(iv) 確保全體董事於各會議前接獲全部相關資料並獲得有關於董事會會議上所提出事宜的簡介；(v) 確保董事會及時且積極商討所有重要及適當的事宜；(vi) 鼓勵全體董事(包括獨立非執行董事)積極參與所有董事會及董事委員會會議，及提倡公開討論的文化，讓董事於各會議上就所有事宜分享及提出意見；(vii) 確保建立良好企業管治常規及程序，並得以遵循；及(viii) 採取適當步驟與股東有效溝通並確保股東能向董事會整體表達意見。

行政總裁的職責包括：(i) 執行董事會訂立的本集團政策及策略；(ii) 制定不同業務及職能的策略計劃；(iii) 根據計劃及預算，密切監察經營及財務業績；(iv) 就本集團營運及表現的所有方面向董事會負全責；(v) 與主席及其他董事維持對話；(vi) 發展及領導有效的執行團隊；(vii) 制定足夠的營運、計劃及財務監控制度；及(viii) 代表本公司及管理本集團日常業務。

企業管治守則條文第C.2.1條規定，主席與行政總裁的角色應予區分且不應由同一人士擔任。汪先生於2024年5月13日獲委任為主席兼行政總裁。鑑於本集團規模並不龐大以及本公司及本集團目前業務運作及管理穩定，董事會有理由認為目前之架構能夠促使有效履行該兩個職位之職責。然而，展望未來，如情況有此必要，董事會將不時檢討是否需要將主席與行政總裁之角色分開。

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APPOINTMENT AND RE-ELECTION OF DIRECTORS

All Directors are appointed for an initial term of three years and subject to retirement by rotation and eligible for re-election in accordance with the Company's articles of association (the "**Articles**"). At each annual general meeting, not less than one third of the Directors then in office shall retire and every Director is subject to retirement by rotation at least once every three years.

Each executive Director, non-executive Director and independent non-executive Director is appointed for an initial term of three years and renewable for successive terms of one year each commencing from the day next after the expiry of the then current term, subject to rotation, removal, vacation, or termination of such office as set out in the Articles or the disqualification to act as a Director under the Articles. Each independent non-executive Director is further required to inform the Company as soon as practicable if there is any change that may affect his independence and must provide an annual confirmation of his independence to the Company.

All existing executive Directors, non-executive Director and independent non-executive Directors are entitled to a fixed remuneration per month or fee per annum respectively. The remuneration of each Director is subject to the annual review of the Board with reference to his/her contribution in terms of time, effort and his/her expertise.

Details of remuneration paid to each of the Directors during the year are disclosed in Note 13 to the financial statements.

All Directors are entitled to be reimbursed for reasonable expenses incurred during the performance of their duties to the Company and are eligible for share options under the Share Option Scheme.

BOARD COMMITTEES

The Board has established three board committees, namely, the audit committee (the "**Audit Committee**"), the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**"), all with specific terms of reference clearly defining the powers and responsibilities of the respective board committees. All board committees are required by their respective terms of reference to report to the Board in relation to their decisions, findings or recommendations.

委任及重選董事

所有董事獲委任之初步年期為三年，惟須根據本公司之組織章程細則（「**章程細則**」）輪席退任並合資格重選連任。於各股東週年大會，不少於三分之一的時任董事須退任及每名董事須至少每三年輪席退任一次。

各執行董事、非執行董事及獨立非執行董事的初始任期為三年，可自當前任期屆滿後的翌日起計續任一年，惟須章程細則規定的輪換、免職、休假或終止該職務或根據章程細則取消擔任董事的資格所規限。如有任何可能影響其獨立性的變動，各獨立非執行董事均須在切實可行的範圍內盡快通知本公司，並須向本公司提供其獨立性的年度確認書。

所有現任執行董事、非執行董事及獨立非執行董事均有權分別收取每月固定酬金或每年袍金。各董事之酬金須由董事會參考彼所貢獻的時間、努力及其經驗後進行年度檢討。

年內支付各董事的酬金詳情披露於財務報表附註 13。

所有董事均有權就彼等履行本公司職責而產生的合理開支獲得補償，且合資格獲得該購股權計劃下的購股權。

董事委員會

董事會已成立三個董事委員會，即審核委員會（「**審核委員會**」）、薪酬委員會（「**薪酬委員會**」）及提名委員會（「**提名委員會**」），全部已制定特定職權範圍，明確界定各董事委員會的權力及責任。所有董事委員會須按其各自的職權範圍向董事會報告其決定、結果或建議。

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AUDIT COMMITTEE

The Company has established the Audit Committee with written terms of reference (revised pursuant to a board resolution on 30 December 2022) that are in conformity of the requirements of the CG Code which are available on the websites of the Stock Exchange and the Company.

The Audit Committee is currently composed of the four independent non-executive Directors, namely Mr. Chung Billy, Mr. Wong Ching Wan, Mr. Ke Tianxiong and Mr. Yang Chuan and chaired by Mr. Chung Billy, with all members being independent non-executive Directors in full compliance with Rule 5.28 of the GEM Listing Rules.

For the year ended 31 March 2024, three Audit Committee meetings were held and the members' attendance is shown on page 44 of this annual report.

The role and functions of the Audit Committee include:

(i) Relationship with the Company's auditor

- (a) to consider and be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditor, and to approve the remuneration and terms of engagement of the external auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences. In connection, the Audit Committee shall:
 - consider all relationships between the Company and the external auditor (including non-audit services);
 - obtain from the external auditor annually information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
 - meet with the external auditor, at least annually, in the absence of the management, to discuss matters relating to its audit fee, any issues arising from the audit and any other matters the external auditor may wish to raise;

審核委員會

本公司已遵循企業管治守則的規定成立審核委員會，並以書面列明其職權範圍（根據於2022年12月30日的董事會決議案經修訂），並可於聯交所及本公司網站查閱。

審核委員會現時由四名獨立非執行董事組成，即鍾定縉先生、王青雲先生、柯天雄先生及楊川先生，並由鍾定縉先生擔任主席。審核委員會全體成員均為獨立非執行董事，並全面遵守GEM上市規則第5.28條。

截至2024年3月31日止年度，審核委員會舉行了三次會議，成員出席情況載於本年報第44頁。

審核委員會的角色及職能包括：

(i) 與本公司核數師的關係

- (a) 考慮並主要負責就外聘核數師的委任、重新委任及罷免向董事會提出建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 按適用之標準檢討及監察外聘核數師的獨立性及客觀性及核數程序的有效性。審核委員會應於審核工作開始前先與核數師討論核數性質及範疇及有關申報責任。就此而言，審核委員會須：
 - 研究本公司與外聘核數師之間的所有關係（包括非審核服務）；
 - 每年向外聘核數師取得資料，了解外聘核數師就保持其獨立性以及監察有關規定執行方面所採納的政策和程序，包括就輪換核數合夥人及職員的規定；及
 - 至少每年在管理層不在場的情況下會見外聘核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及外聘核數師想提出的任何其他事項；

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(c) to develop and implement policy on engaging an external auditor to supply non-audit services. For this purpose, external auditor includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. When assessing the external auditor's independence or objectivity in relation to non-audit service, the Audit Committee shall consider:

- whether the skills and experience of the audit firm make it a suitable supplier of the non-audit services;
- whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit because the external auditor provides non-audit services;
- the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the audit firm; and
- criteria for compensation of the individuals performing the audit.

The Audit Committee should report to the Board, identifying and making recommendation on any matters where action or improvement is needed; and

(d) to approve the policies on hiring employees or former employees of the external auditors and monitoring the application of these policies and consider whether there has been or appears to be any impairment of the auditor's judgement or independence for the audit.

(c) 就外聘核數師提供非審核服務制定政策，並予以執行。就此規定而言，外聘核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。在評估外聘核數師有關非審核服務的獨立性或客觀性時，審核委員會須考慮：

- 就負責核數的公司的能力和經驗來說，其是否為適合的非審核服務供應商；
- 是否設有預防措施，可確保外聘核數師的核數工作的客觀性及獨立性不會因其提供非審核服務而受到威脅；
- 該等非審核服務的性質、有關費用的水平，以及就該負責核數的公司來說，個別費用和合計費用的水平；及
- 釐定核數職員酬金的標準。

審核委員會應就任何須採取行動或改善的事項向董事會報告、指出並提出建議；及

(d) 批准有關僱用外聘核數師職員或前職員的政策，並監察應用該等政策的情況，並就此應可考慮有關情況有否損害或看來會損害核數師在核數工作上的判斷力或獨立性。

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(ii) Review of the Company's financial information

(a) to monitor integrity of the Company's financial statements and annual reports and accounts, half-year reports and, if prepare for publication, quarterly reports, and to review significant financial reporting judgements contained in them. It is the responsibility of the Audit Committee to determine the scope and extent of the review. The Audit Committee may refer to relevant statements of auditing standards and audited guidelines in relation to review of these reports for guidance. In reviewing these reports before submission to the Board, the Audit Committee should focus particularly on:

- (1) any changes in accounting policies and practices;
- (2) major judgement areas;
- (3) significant adjustments resulting from audit;
- (4) the going concern assumptions and any qualifications;
- (5) compliance with accounting standards; and
- (6) compliance with the GEM Listing Rules and legal requirements in relation to financial reporting.

(b) regarding point (a) above:

- (1) members of the Audit Committee should liaise with the Board and Company's senior management and the Audit Committee must meet, at least twice a year, with the Company's auditors; and
- (2) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in the report and accounts, and it should give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors.

(c) to provide full details of any disagreement by the Audit Committee with the accounting treatment adopted by the Company.

(ii) 審閱本公司的財務資料

(a) 監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大判斷。審核委員會負責決定審閱的範圍及程度。審核委員會可參照有關報告審閱事宜的審計準則及審計指引作為指引。審核委員會在向董事會提交該等報告前作出審閱時，應特別針對下列事項：

- (1) 會計政策及實務的任何更改；
- (2) 涉及重要判斷的範圍；
- (3) 因核數而出現的重大調整；
- (4) 企業持續經營的假設及任何保留意見；
- (5) 是否遵守會計準則；及
- (6) 是否遵守有關財務申報的GEM上市規則及法律規定。

(b) 就上述(a)項而言：

- (1) 審核委員會成員須與董事會及本公司高級管理人員聯絡。審核委員會須至少每年與本公司的核數師開會兩次；及
- (2) 審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、合規主任或核數師提出的事項。

(c) 對本公司所採用的會計處理方法不表同意時，提供審核委員會不同意的詳細情況。

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| <p>(iii) Overseeing of the Company's financial reporting system, risk management and internal control procedures</p> <p>(a) to review the Company's financial controls, and unless expressly addressed by a separate board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;</p> <p>(b) to discuss the risk management and the internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;</p> <p>(c) to consider major investigations findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;</p> <p>(d) where an internal audit function exists, to ensure co-ordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness;</p> <p>(e) to review the Group's financial and accounting policies and practices;</p> <p>(f) to review the external auditor's management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;</p> <p>(g) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;</p> <p>(h) to report to the Board on the matters in these terms of reference and those set out in the code provisions as stated in Appendix 15 of the GEM Listing Rules from time to time;</p> | <p>(iii) 監管本公司財務申報制度、風險管理及內部監控程序</p> <p>(a) 檢討本公司的財務監控以及(除非有另設董事會轄下風險委員會或董事會本身明確處理)檢討本公司之風險管理及內部監控制度；</p> <p>(b) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的制度。討論內容應包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；</p> <p>(c) 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；</p> <p>(d) 如本公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調；也須確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，以及檢討及監察其成效；</p> <p>(e) 檢討本集團的財務及會計政策及實務；</p> <p>(f) 檢查外聘核數師給予管理層的審核情況說明函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；</p> <p>(g) 確保董事會及時回應於外聘核數師給予管理層的審核情況說明函件中提出的事宜；</p> <p>(h) 就本職權範圍所載之事宜及GEM上市規則附錄15所列守則條文不時載列的事宜向董事會匯報；</p> |
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| <p>(i) to review arrangements by which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters, and the Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;</p> <p>(j) to act as the key representation body for overseeing the Group's relationship with the external auditor;</p> <p>(k) to establish a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers and suppliers) to raise concerns, in confidence, with the audit committee about possible improprieties in any matter related to the Company;</p> <p>(l) to review the half-year report prepared by the Group's corporate guarantee committee on its work and information relating to the provision of corporate guarantees; and</p> <p>(m) to consider other topics, as defined by the Board.</p> | <p>(i) 檢討本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注之安排，而審核委員會應確保有適當安排，以對此事宜作出公平獨立的調查及採取適當跟進行動；</p> <p>(j) 擔任主要代表，負責監察本集團與外聘核數師之間的關係；</p> <p>(k) 制定舉報政策及系統，讓僱員及其他與本公司有往來者（如客戶及供應商）可暗中向審核委員會提出其對任何可能關於本公司的不當事宜的關注；</p> <p>(l) 審閱本集團的公司擔保委員會關於提供公司擔保資料的半年度報告；及</p> <p>(m) 考慮董事會釐定的其他議題。</p> |
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Major accomplishments in 2024 comprised the following:

於2024年達成的主要事項包括下列各項：

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| <p>(a) reviewed the financial statements for disclosure on a quarterly, half-yearly and annually basis, where applicable;</p> <p>(b) reviewed the external auditor's significant findings and management's response to the recommendation raised, if any;</p> <p>(c) reviewed the effectiveness of the internal control system and the adequacy of the accounting and financial reporting function of the Group;</p> <p>(d) reviewed and approved the external auditor's statutory audit scope for 2024 and the letter of representation to be given by the Board; and</p> <p>(e) considered and approved the 2024 external audit fees and engagement letters.</p> | <p>(a) 按季度、半年度及年度基準（如適用）審閱財務報表作披露用途；</p> <p>(b) 審閱外聘核數師的主要審核結果，以及管理層對所提出建議作出的回應（如有）；</p> <p>(c) 檢討本集團內部監控系統的有效性以及會計與財務申報功能的充分性；</p> <p>(d) 檢討及審批外聘核數師2024年的法定審核範圍，以及由董事會發出的聲明書；及</p> <p>(e) 省覽及批准2024年的外聘核數費用及聘任書。</p> |
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The Group's internal control system is reviewed regularly by management. With the view of enhancing the Group's internal control system, during the year ended 31 March 2024, the Company had appointed McMillan Woods Corporate Service Limited, as independent consultant, to review the Group's internal control systems and recommend actions to improve our internal controls.

Based on the review, the Audit Committee is of the view that the Group's internal control system was effective and in compliance with the requirements of the CG Code D.2.1 for the year ended 31 March 2024.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor for the year ended 31 March 2024.

The Audit Committee has reviewed the audited financial statements of the Group for the year ended 31 March 2024 and recommended approval to the Board.

REMUNERATION COMMITTEE

The Company has established a remuneration committee with written terms of reference (revised pursuant to a board resolution on 30 December 2022 to extend the duty of the Remuneration Committee to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules) in accordance with the requirement of the CG Code. The terms of reference are available on the websites of the Stock Exchange and the Company.

The Remuneration Committee is currently composed of the two executive Directors and four Independent non-executive Directors, namely Ms. Yuen Mei Ling, Pauline, Mr. Wang Yicheng, Mr. Chung Billy, Mr. Wong Ching Wan, Mr. Ke Tianxiong and Mr. Yang Chuan and chaired by Mr. Chung Billy.

For the year ended 31 March 2024, six Remuneration Committee meetings were held and the members' attendance is shown on page 44 of this Report.

管理層定期評核本集團的內部監控系統。為提升本集團的內部監控系統，本公司已於截至2024年3月31日止年度委任長青企業服務有限公司作為獨立顧問，評核本集團的內部監控系統，以及建議採取的行動，以加強我們的內部監控。

根據評核，審核委員會認為，截至2024年3月31日止年度，本集團的內部監控制度符合企業管治守則第D.2.1條之規定並有效運作。

截至2024年3月31日止年度，董事會與審核委員會就甄選、委任、辭任或罷免外聘核數師事宜並無意見分歧。

審核委員會已審閱本集團截至2024年3月31日止年度的經審核財務報表，並建議董事會批准。

薪酬委員會

本公司已遵循企業管治守則的規定成立薪酬委員會，並制定書面職權範圍(根據於2022年12月30日的董事會決議案經修訂，以擴大薪酬委員會的職責範圍，以根據GEM上市規則第23章審閱及/或批准有關股份計劃的事項)。職權範圍可於聯交所及本公司網站查閱。

薪酬委員會現時由二名執行董事及四名獨立非執行董事組成，即阮美玲女士、汪一成先生、鍾定縉先生、王青雲先生、柯天雄先生及楊川先生，並由鍾定縉先生擔任主席。

截至2024年3月31日止年度，薪酬委員會舉行了六次會議，成員出席情況載於本報告第44頁。

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The role and functions of the Remuneration Committee include:

薪酬委員會的角色及職能包括：

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| (i) to make recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policy; | (i) 就有關本公司全體董事及本集團高級管理人員的薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議； |
| (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; | (ii) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議； |
| (iii) to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; | (iii) 向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括實物利益、退休金權利及賠償金額(包括喪失或終止職務或委任的任何應付賠償)； |
| (iv) to determine the policy and make recommendations to the Board on remuneration of non-executive Directors; | (iv) 就非執行董事的薪酬制定政策及向董事會提出建議； |
| (v) to assess the performance of executive Directors; | (v) 評估執行董事的表現； |
| (vi) to approve the terms of executive Directors' service contracts; | (vi) 批准執行董事服務合約條款； |
| (vii) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and its subsidiaries; | (vii) 考慮同類公司支付的薪酬、須付出的時間及職責以及本公司及其附屬公司內其他職位的僱用條件； |
| (viii) to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; | (viii) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多； |
| (ix) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; | (ix) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當； |
| (x) to ensure that no Director or any of his associates is involved in deciding his own remuneration; | (x) 確保任何董事或其任何聯繫人不得參與釐定其自身的薪酬； |

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| <p>(xi) to form a view in respect of service contracts to be granted by the Group under Rule 17.90 of the GEM Listing Rules that require shareholders' approval and advise shareholders (other than shareholders who are Directors with a material interests in the service contracts and their associates) as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders how to vote. An independent non-executive Director who has a material interest in any such contracts shall not sit on the Remuneration Committee;</p> | <p>(xi) 根據GEM上市規則第17.90條對那些須經股東批准的本集團授出的服務合約發表意見，告知股東（身份是董事並在該等服務合約中有重大利益的股東及其聯繫人者除外）有關條款是否公平合理，就有關合約是否符合本公司及其股東整體利益提出意見，並就股東該如何表決而提出意見。如獨立非執行董事在任何該等合約中有重大利益，則該名董事不得擔任薪酬委員會成員；</p> |
| <p>(xii) to consider the granting of share options to Directors pursuant to any share option scheme adopted by the Company;</p> | <p>(xii) 考慮根據本公司採納之任何購股權計劃向董事授出購股權；</p> |
| <p>(xiii) to ensure due compliance with any relevant disclosure requirements in respect of the remuneration of Directors under the GEM Listing Rules, the Companies Ordinance and any other statutory requirements;</p> | <p>(xiii) 確保妥為遵守GEM上市規則、公司條例及任何其他法定規定內任何有關董事薪酬之相關披露的規定；</p> |
| <p>(xiv) to consult the Chairman of the Board and/or chief executive of the Company about their remuneration proposals for other executive Directors;</p> | <p>(xiv) 徵詢董事會主席及／或本公司行政總裁對其他執行董事薪酬方案之意見；</p> |
| <p>(xv) to do any such things to enable to the Remuneration Committee to discharge its powers and functions conferred on it by the Board;</p> | <p>(xv) 作出任何有關事情，以使薪酬委員會能夠妥為履行其獲董事會賦予之權力及職能；</p> |
| <p>(xvi) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation and the GEM Listing Rules;</p> | <p>(xvi) 遵守董事會不時訂明或組織章程大綱及細則所載或法律及GEM上市規則施加之任何規定、指示及規例；</p> |
| <p>(xvii) to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules; and</p> | <p>(xvii) 根據GEM上市規則第23章審閱及／或批准有關股份計劃的事項；及</p> |
| <p>(xviii) to consider other topics, as defined by the Board.</p> | <p>(xviii) 考慮董事會釐定的其他議題。</p> |

Major accomplishments in 2024 comprised the review of matters relating to the remuneration packages and emoluments of Directors and senior management. In 2024 and as at the date of this report, there has been no material matters relating to the share option scheme of the Company which required review or approval by the Remuneration Committee.

於2024年達成的主要事項包括審閱有關董事及高級管理人員之薪酬組合及酬金之事宜。於2024年及本報告日期，並無任何有關本公司購股權計劃的重大事項須由薪酬委員會審閱或批准。

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NOMINATION COMMITTEE

The Company has established a nomination committee with written terms of reference (revised pursuant to a board resolution on 30 December 2022). The terms of reference of the Nomination Committee are in conformity with the requirements of the CG Code and are available on the websites of the Stock Exchange and the Company.

The Nomination Committee is currently composed of the one executive Director and four independent non-executive Directors, namely Mr. Wang Yicheng, Mr. Chung Billy, Mr. Wong Ching Wan, Mr. Ke Tianxiang and Mr. Yang Chuan and chaired by Mr. Chung Billy.

For the year ended 31 March 2024, six Nomination Committee meetings were held and the members' attendance is shown on page 44 of this annual report.

The role and functions of the Nomination Committee include:

- (i) to formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
- (ii) without prejudice to the generality of foregoing;
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive Directors;
 - (d) to make recommendations to the Board on the appointment and re-appointment of Directors, and succession planning for Directors, in particular the chairman and the chief executive;
 - (e) to determine the policy for the nomination of Directors;
 - (f) to adopt nomination procedures, process and criteria to select and recommend candidates for directorship;
 - (g) to do any such things to enable to the Nomination Committee to discharge its powers and functions conferred on it by the Board; and

提名委員會

本公司已成立提名委員會，並制定書面職權範圍（根據於2022年12月30日的董事會決議案經修訂）。提名委員會的職權範圍符合企業管治守則的規定，並可於聯交所及本公司網站查閱。

提名委員會現時由一名執行董事及四名獨立非執行董事組成，即汪一成先生、鍾定縉先生、王青雲先生、柯天雄先生及楊川先生，並由鍾定縉先生擔任主席。

截至2024年3月31日止年度，提名委員會舉行了六次會議，成員出席情況載於本年報第44頁。

提名委員會的角色及職能包括：

- (i) 制定提名政策以供董事會考慮，並實行董事會制定之提名政策；
- (ii) 在不損害前述條文一般性之原則下：
 - (a) 至少每年檢討董事會之架構、人數及組成（包括技能、知識及經驗方面），並就任何擬作出以配合本公司企業策略之變動，向董事會提出建議；
 - (b) 物色具備合適資格可擔任董事會成員之人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
 - (c) 評核獨立非執行董事之獨立性；
 - (d) 就董事委任及重新委任以及董事（尤其是主席及行政總裁）繼任計劃之有關事宜，向董事會提出建議；
 - (e) 制定提名董事的政策；
 - (f) 就董事候選人採納提名程序以及遴選及推薦準則；
 - (g) 作出任何有關事情，以使提名委員會能夠妥為履行其獲董事會賦予之權力及職能；及

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| <p>(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Memorandum of Association and the Articles or imposed by legislation and the GEM Listing Rules;</p> <p>(iii) in respect of any proposed service contracts to be entered into by any members of the Group with its Director or proposed Director, which require the prior approval of the shareholders of the Company at general meeting, to review and provide recommendations to the Shareholders of the Company (other than Shareholders who are Directors with a material interest in the relevant service contracts and their respective associates) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the Shareholders as a whole, and to advise Shareholders on how to vote;</p> <p>(iv) to review the policy concerning diversity of the Board and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives; and</p> <p>(v) to consider other topics, as defined by the Board.</p> | <p>(h) 遵守董事會不時訂明或組織章程大綱及細則所載或法律及GEM上市規則施加之任何規定、指示及規例；</p> <p>(iii) 檢討及就所有須事先於本公司的股東大會取得本公司股東批准的現董事或建議委任董事與本集團任何成員的任何擬定服務合約，向本公司股東（但不包括同時為本公司董事而又於該等服務合約有重大利益的股東及其聯繫人）就該議定服務合約條款的公平及合理性、服務合約是否符合本公司及股東的整體利益及就股東如何表決作出建議；</p> <p>(iv) 檢討董事會成員多元化政策及執行由董事會不時採納的有關政策的任何可衡量目標，以及檢討達成該等目標的進度；及</p> <p>(v) 考慮董事會釐定的其他議題。</p> |
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Major accomplishments in 2024 comprised the recommendation to the Board the appointment of Mr. Lin Shixing on 22 December 2023, Mr. Ke Tianxiong on 22 January 2024, Mr. Wang Yicheng on 26 January 2024, Mr. Yang Chuan and Ms. Zhang Yushan on 12 April 2024.

於2024年達成的主要事項包括向董事會推薦於2023年12月22日委任林石興先生，於2024年1月22日委任柯天雄先生，於2024年1月26日委任汪一成先生，以及於2024年4月12日委任楊川先生及張與珊女士。

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance functions which includes:

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董事會負責執行企業管治職務，包括：

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| <p>(i) developing and reviewing the Group's policies and practices on corporate governance;</p> <p>(ii) reviewing and monitoring the training and continuous professional development of Directors and senior management;</p> <p>(iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements;</p> <p>(iv) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and Directors; and</p> <p>(v) reviewing the Group's compliance with the CG Code and disclosure in the CG Report.</p> | <p>(i) 制定及檢討本集團之企業管治政策及常規；</p> <p>(ii) 檢討及監察董事及高級管理人員的培訓及持續專業發展；</p> <p>(iii) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規；</p> <p>(iv) 制定、檢討及監察適用於僱員及董事的操守準則及合規手冊；及</p> <p>(v) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。</p> |
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Major accomplishments in 2024 comprised the following:

- (i) evaluated the Group's policies and practices on corporate governance and made appropriate amendments;
- (ii) arranged the training and continuous professional development of Directors and senior management; and
- (iii) reviewed the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

於2024年達成的主要事項包括下列各項：

- (i) 評估本集團之企業管治政策及常規，並作出適當修訂；
- (ii) 安排董事及高級管理人員的培訓及持續專業發展；及
- (iii) 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

AUDITOR'S REMUNERATION

The fees in respect of audit and non-audit services provided by the external auditor McMillan Woods (Hong Kong) CPA Limited and its network firm to the Group for the year ended 31 March 2024 are as follows:

核數師酬金

截至2024年3月31日止年度，外聘核數師長青(香港)會計師事務所有限公司及其網絡成員所向本集團提供的審核及非審核服務費如下：

Services rendered 提供的服務		HK\$ 港元
Audit services	審核服務	
— Audit the consolidated financial statements of the Group for the year ended 31 March 2024	— 審核本集團截至2024年3月31日止年度之綜合財務報表	600,000
Non-audit services	非審核服務	70,000
Non-audit services include review of quarterly and interim financial information of the Group	非審核服務包括審閱本集團季度及中期財務資料	

The accounts for the year ended 31 March 2024 were audited by McMillan Woods (Hong Kong) CPA Limited whose term of office will expire upon the forthcoming annual general meeting. The Audit Committee has recommended to the Board that McMillan Woods (Hong Kong) CPA Limited be re-appointed as the auditor of the Company at the forthcoming annual general meeting.

截至2024年3月31日止年度之賬目已由長青(香港)會計師事務所有限公司審核，其任期將於下屆股東週年大會屆滿。審核委員會已向董事會建議於下屆股東週年大會上續聘長青(香港)會計師事務所有限公司為本公司核數師。

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparation of the Group's financial statements to give a true and fair view. The responsibilities of auditor in respect of the financial statements are set out in the report of the auditor forming part of this Report.

董事就財務申報之責任

董事明白彼等就編製以真實及公平地反映本集團財務報表之責任。核數師就財務報表之責任載於核數師報告，該報告構成本報告的一部分。

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RISK MANAGEMENT AND INTERNAL CONTROLS

The Group emphasises the importance of a sound internal control system which is also indispensable for mitigating the Group's key risk exposures. The Group's system of internal control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage and eliminate risks of failure in operational systems and fulfillment of the business objectives. The internal control system is reviewed on an ongoing basis by the Board in order to make it practical and effective in providing reasonable assurance in relation to protection of material assets and Shareholders' interests. During the year under review, McMillan Woods Corporate Service Limited has reviewed the risk management and internal control systems of the Group and has provided written reports to the Audit Committee.

The Group has adopted a three-tier risk management approach to identify, assess and manage different types of risks. At the first line of defence, business units are responsible for identifying, assessing and monitoring risk associated with each business or transaction. The management, as the second line of defence, defines rule sets and models, provide technical support, develops new system and oversees portfolio management. It ensures risks are within acceptable range and that the first line of defence is effective. As the final line of defence, McMillan Woods Corporate Service Limited assists the Audit Committee to review the first and second lines of defence.

The Group is committed to the identification, evaluation and management of risks associated with its business activities through ongoing assessment of a risk register, by considering the likelihood and impact of each identified risk. The Group has implemented an effective control system which includes a defined management structure with limits of authority, a sound management system and periodic review of the Group's performance by the Audit Committee and the Board.

The Group regards periodic review of internal control system as an important part of the Board's oversight function. The Group has not set up an internal audit function, however, the Group has engaged an external consultant, McMillan Woods Corporate Service Limited, to conduct review on the internal control system of the Group. The review shall be conducted once every year. During the year ended 31 March 2023, a review has been conducted and the Directors considered the internal control system of the Group to be effective and adequate.

Through the Audit Committee, the Board has conducted annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 March 2024, covering the material financial, operational and compliance controls, which are considered effective and adequate.

The Audit Committee has reviewed the adequacy of resources, qualifications and experience, training and budget of the accounting, internal audit and financial reporting functions on an annual basis.

風險管理及內部監控

本集團著重健全的內部監控系統，此舉亦為本集團減少主要風險不可或缺之一環，本集團設立內部監控系統旨在對重大錯誤或損失提供合理但並非絕對之保證，以及管理及消除營運系統故障及未能達致業務目標的風險。董事會持續檢討內部監控系統，以確保其在保護重要資產及保障股東權益方面能提供實際而有效之合理保證，於回顧年度，長青企業服務有限公司已對本集團的風險管理及內部監控系統作出檢討，並已向審核委員會作出書面匯報。

本集團採納三級風險管理方法以識別、評估及管理不同類型的風險。在第一道防線，業務單位負責識別、評估及監察與每項業務或交易有關的風險。作為第二道防線，管理層界定規則組合及模型、提供技術支持、制定新制度及監察組合管理，並確保風險在可接受範圍內及第一道防線行之有效性。作為最後一道防線，長青企業服務有限公司協助審核委員會審核第一道及第二道防線。

本集團透過考慮各項已識別風險的可能性及影響，持續評估風險登記冊，致力識別、評估及管理與業務活動相關的風險。本集團已推行有效的監控系統，包括具體制訂職權範圍的管理架構、穩健的管理系統及由審核委員會及董事會定期檢討本集團的表現。

本集團認為定期審閱內部監控系統為董事會監管職能的重要部分。本集團並無設立內部審計職能，然而本集團委聘外部顧問長青企業服務有限公司審閱本集團內部監控系統。審閱須每年進行一次。截至2023年3月31日止年度已進行審閱，董事認為本集團內部監控系統有效且足夠。

董事會通過審核委員會就截至2024年3月31日止年度本集團風險管理及內部監控系統的成效(涵蓋重大財務、經營及合規控制)進行年度檢討，此舉被認為屬有效及充足。

審核委員會已按年度基準檢討會計、內部審計及財務報告職能方面的資源、員工資歷及經驗、培訓及有關預算是否足夠。

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INTERNAL AUDIT FUNCTION

The Company does not have an internal audit department. The Board has reviewed the need for an internal audit function and is of the view that in light of the size, nature and complexity of the business of the Group, as opposed to diverting resources to establish a separate internal audit department, it would be more cost effective to appoint external independent professionals to perform independent review of the adequacy and effectiveness of the risk management and internal control systems of the Group. Nevertheless, the Board will continue to review at least annually the need for an internal audit department.

INSIDE INFORMATION

The Company assesses the likely impact of any unexpected and significant event that may impact the price of the shares of the Company or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 17.10 and 17.11 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (the “SFO”) (Chapter 571 of the Laws of Hong Kong). The executive Directors have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time.

The Company has put in place procedures on handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. The Company has appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the GEM Listing Rules.

COMPANY SECRETARY

For the year ended 31 March 2024, the Company Secretary was Mr. Chou Chiu Ho.

Details of backgrounds and qualification of the Company Secretary are set out in the section headed “Biographies of Directors and Senior Management” of this annual report.

A written record had been received by the Company from Mr. Chou Chiu Ho confirming that he took not less than 15 hours of relevant professional training during the year ended 31 March 2024. The Company is of the view that Mr. Chou has complied with Rule 5.15 of the GEM Listing Rules.

內部審核職能

本公司並無內部審核部門。董事會已評估對內部審核職能之需要，並認為鑒於本集團業務的規模、性質及複雜程度，相對於將資源撥予成立一個獨立的內部審核部門，委任外部獨立專業人士就本集團風險管理及內部監控系統的足夠程度及有效性進行獨立審查將更具成本效益。然而，董事會將繼續每年最少一次評估對內部審核部門之需要。

內部資料

本公司評估任何不可預計重大事件可能對本公司股份價格或成交量的影響，並決定有關資料是否視為內幕資料，而須根據GEM上市規則第17.10條及17.11條和證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XIVA部的內幕資料條文在合理可行情況下盡快披露。執行董事負責批准本公司根據董事會不時授權而刊發的若干公告及／或通函。

本公司已及時到位處理及發佈內部資料，並不會導致任何人士在本公司處於佔優地位，並令市場於得悉最新可得資料的情況下，有充足時間定出本公司上市證券之價格。本公司擁有適當的內部監控及匯報系統，以識別及評估潛在內部資料。根據GEM上市規則規定，本公司內幕資料乃通過於聯交所及本公司網站刊載相關資料而發佈。

公司秘書

截至2024年3月31日止年度，公司秘書為周昭何先生。

有關公司秘書的背景及資格之詳情載於本年報「董事及高級管理層履歷」一節。

本公司已接獲周昭何先生之書面記錄，確認彼於截至2024年3月31日止年度已參與不少於15小時的相關專業培訓。本公司認為周先生已遵守GEM上市規則第5.15條。

Corporate Governance Report

企業管治報告

SHAREHOLDERS' RIGHTS TO CONVENE EXTRAORDINARY GENERAL MEETING

In order to safeguard shareholders' interests and rights, separate resolutions are proposed at Shareholders' meetings on each substantial issue, including the election of individual Directors, for Shareholders' consideration and voting.

The following procedures for Shareholders of the Company to convene an extraordinary general meeting are subject to the Articles, and the applicable legislation and regulation, in particular the GEM Listing Rules:

- (i) any one or more shareholders of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (the "**Eligible Shareholder(s)**") carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company (the "**Company Secretary**"), to require an extraordinary general meeting (the "**EGM**") to be called by the Board for the transaction of any business specified in such requisition pursuant to Article 64 of the Articles; and
- (ii) if within 21 days of the deposit of the requisition, the Board fails to proceed to convene such EGM, the requisitioner(s) himself/ themselves may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Apart from sending email to ir@primeintelligence.com.hk, Shareholders may send their enquiries and concerns to the Board by addressing them to the headquarter and principal place of business of the Company in Hong Kong at Unit A, 6/F, TLP132, Nos. 132-134 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong, by post or by fax to (852) 2991 1110, for the attention of the Company Secretary.

DIVIDEND POLICY

The Company has adopted a dividend policy, a summary of which is disclosed as below.

Any amount of dividends of the Company will be at the discretion of the Directors and will depend on, among other things, the Company's trading results, cash flows and financial condition as well as operating and capital requirements. Any declaration and payment as well as the amount of dividends will be subject to the Company's constitutional documents and the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, including the approval of Shareholders.

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Pursuant to the Articles, Shareholders who wish to move a resolution may by means of requisition convene an EGM following the procedures set out above.

股東召開股東特別大會之權利

為保障股東之權益及權利，於股東大會上，股東可就各項重大事宜獨立提呈決議案，包括甄選個別董事，以供股東考慮及投票。

下列本公司股東召開股東特別大會之程序乃受章程細則、適用法例及法規，特別是GEM上市規則所規限：

- (i) 於遞呈要求日期持有不少於本公司繳足股本(賦予權利於本公司股東大會上投票)十分之一的任何一名或多名本公司股東(「合資格股東」)隨時有權根據章程細則第64條，向董事會或本公司公司秘書(「公司秘書」)發出書面要求，要求董事會召開股東特別大會(「股東特別大會」)，以處理有關要求中指明的任何事項；及
- (ii) 倘董事會未能在要求書遞交後21天內召開有關股東特別大會，則呈請人可以相同方式自行召開股東特別大會，而本公司須向呈請人償付因董事會未能召開該大會令呈請人產生的所有合理費用。

向董事會發出查詢的程序

除寄發電郵予ir@primeintelligence.com.hk外，股東可將彼等向董事會作出之查詢及關注事宜郵寄予本公司之總部及香港主要營業地點，地址為香港新界葵涌大連排道132-134號TLP132六樓A室，或傳真至(852) 2991 1110，註明公司秘書收。

股息政策

本公司已採納股息政策，其概要於下文披露。

本公司任何數額的股息將由董事酌情決定，並將取決於(其中包括)本公司的交易業績、現金流量及財務狀況以及營運及資本要求。任何聲明及付款以及股息金額將受本公司章程文件及開曼群島法例第22章公司法(1961年第3號法例，經綜合及修訂)(包括股東批准)所規限。

股東於股東大會上提呈建議的程序

根據章程細則，有意動議決議案的股東可根據上述程序以要求方式召開股東特別大會。

Directors' Report

董事會報告

The Directors present their report together with the audited financial statements of the Group for the year ended 31 March 2024.

AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

The Company did not amend its memorandum and articles of association during the Reporting Period.

PRINCIPAL ACTIVITIES AND ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. Details of the principal activities principal subsidiaries are set out in note 35 to the financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

The analysis of geographical locations of the Group for the year is set out in note 7 to the consolidated financial statements.

SUBSIDIARIES

Details of the Company's subsidiaries as at 31 March 2024 are set out in note 35 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the year and analysis of the Group's performance using financial key performance indicators and prospects of the Group's business are provided in the sections headed "Chairman's Statement" on pages 5 to 6 and "Management Discussion and Analysis" on pages 7 to 14 of the annual report. The discussion forms part of this Director's report.

SEGMENT INFORMATION

Details of segment reporting are set out in note 7 to the consolidated financial statements.

RESULTS AND APPROPRIATION

The results of the Group for the year ended 31 March 2024 and the state of the Company's and the Group's affairs as at that date are set out in the consolidated financial statements on pages 85 to 167.

The Directors do not recommend the payment of any dividend for the year ended 31 March 2024.

董事呈報本集團截至2024年3月31日止年度之董事會報告連同經審核財務報表。

修訂章程文件

報告期間，本公司未曾修訂組織章程大綱及細則。

主要業務及營運分析

本公司的主要業務為投資控股。其主要附屬公司的主要業務詳情載於財務報表附註35。於年內，本集團的主要業務性質並無重大變動。

於年內，本集團的地理位置分析載於綜合財務報表附註7。

附屬公司

有關本公司附屬公司於2024年3月31日的詳情載於綜合財務報表附註35。

業務回顧

本集團業務的年內回顧及使用財務關鍵績效指標對本集團表現進行的分析，以及本集團業務的前景，載於年報第5頁至第6頁的「主席報告」一節以及第7至14頁的「管理層討論及分析」一節。有關討論構成本董事會報告的一部分。

分部資料

有關分部資料的詳情載於綜合財務報表附註7。

業績及分派

本集團截至2024年3月31日止年度之業績以及本公司及本集團於該日的事務狀況載於第85至167頁綜合財務報表。

董事不建議就截至2024年3月31日止年度派付任何股息。

Directors' Report

董事會報告

RESERVES

Details of the movements in reserves of the Group and the Company during the year are set out in the "Consolidated Statement of Changes in Equity" and note 33 to the consolidated financial statements respectively.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 31 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

The Company's reserve available for distribution as at 31 March 2024 was approximately HK\$6.3 million.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 17 to the financial statements.

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance covering Directors' and officers' liabilities in respect of legal actions against its Directors and senior management arising out of corporate activities. The permitted indemnity provision is in force for the benefit of the Directors as required by section 470 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) when the Directors' report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

PRE-EMPTIVE RIGHTS

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

FIVE YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 168 of the annual report.

儲備

於年內，本集團及本公司儲備之變動詳情分別載於「綜合權益變動表」及綜合財務報表附註33。

股本

於年內，本公司股本之變動詳情載於綜合財務報表附註31。

可分派儲備

於2024年3月31日，本公司之可供分派儲備約為6.3百萬港元。

物業、廠房及設備

於年內，本集團物業、廠房及設備之變動詳情載於綜合財務報表附註17。

獲准許的彌償條文

本公司已就其董事及高級管理人員可能會面對由企業活動產生之法律行動，為董事及行政人員之職責作適當之投保安排。基於董事利益的獲准許彌償條文根據香港法例第622章公司條例第470條的規定於董事編製的董事會報告根據香港法例第622章公司條例第391(1)(a)條獲通過時生效。

優先認購權

本公司組織章程大綱及細則或開曼群島法例概無優先認購權條文規限本公司須按比例向現有股東發售新股份。

五年財務摘要

本集團於過去五個財政年度之業績與資產及負債概要載於年報第168頁。

Directors' Report

董事會報告

PURCHASES, SALES OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2024.

DIRECTORS

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

Executive Directors

Mr. Wang Yicheng (*Chairman and Chief Executive Officer*)
(Appointed on 26 January 2024 and
re-designated on 13 May 2024)

Ms. Yuen Mei Ling, Pauline

Mr. Mui Pak Kuen (*Resigned on 30 November 2023*)

Mr. Lin Shixing (*Appointed on 22 December 2023*)

Ms. Zhang Yushan (*Appointed on 12 April 2024*)

Mr. Hui Cho Lung (*Resigned on 31 May 2024*)

Non-executive Director

Ms. Leung Wai Hing, Ella (*Resigned on 31 December 2023*)

Mr. Yam Chiu Fan, Joseph (*Resigned on 15 January 2024*)

Mr. Yuen Kwok Wai, Tony (*Re-designated on 13 May 2024*)

Independent non-executive Directors

Mr. Chung Billy

Mr. Wong Ching Wan

Mr. Ke Tianxiong (*Appointed on 22 January 2024*)

Mr. Poon Wai Hung Richard (*Resigned on 15 February 2024*)

Mr. Yang Chuan (*Appointed on 12 April 2024*)

ROTATION OF DIRECTORS IN THE FORTHCOMING ANNUAL GENERAL MEETING

In accordance with the Article 108 of the Articles, Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, Mr. Wong Ching Wan, Mr. Wang Yicheng, Mr. Lin Shixing, Ms. Zhang Yushan, Mr. Ke Tianxiong and Mr. Yang Chuan, shall retire from office as Directors by rotation at the forthcoming annual general meeting. Mr. Yuen Kwok Wai, Tony, Ms. Yuen Mei Ling, Pauline, Mr. Wong Ching Wan, Mr. Wang Yicheng, Mr. Lin Shixing, Ms. Zhang Yushan, Mr. Ke Tianxiong and Mr. Yang Chuan have agreed to offer themselves for re-election at the forthcoming annual general meeting.

購買、出售或贖回本公司上市證券

截至2024年3月31日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

董事

於年內及截至本報告日期，董事如下：

執行董事

汪一成先生 (*主席兼行政總裁*)
(於2024年1月26日獲委任，
並於2024年5月13日調任)

阮美玲女士

梅栢權先生 (*於2023年11月30日辭任*)

林石興先生 (*於2023年12月22日獲委任*)

張與珊女士 (*於2024年4月12日獲委任*)

許佐龍先生 (*於2024年5月31日辭任*)

非執行董事

梁蕙馨女士 (*於2023年12月31日辭任*)

任超凡先生 (*於2024年1月15日辭任*)

阮國偉先生 (*於2024年5月13日調任*)

獨立非執行董事

鍾定縉先生

王青雲先生

柯天雄先生 (*於2024年1月22日獲委任*)

潘偉雄先生 (*於2024年2月15日辭任*)

楊川先生 (*於2024年4月12日獲委任*)

董事於應屆股東週年大會輪任

根據章程細則第108條，阮國偉先生、阮美玲女士、王青雲先生、汪一成先生、林石興先生、張與珊女士、柯天雄先生及楊川先生於應屆股東週年大會上輪值退任董事。阮國偉先生、阮美玲女士、王青雲先生、汪一成先生、林石興先生、張與珊女士、柯天雄先生及楊川先生已同意於應屆股東週年大會膺選連任。

Directors' Report

董事會報告

DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

Ms. Pauline Yuen has entered into a service agreement with our Company for an initial term of three years with effect from the date of Listing and such service agreements have been renewed for another year. Mr. Lin has entered into service agreement with our Company for an initial term of three years with effect from the 22 December 2023. Mr. Wang has entered into service agreement with our Company for an initial term of three years with effect from the 26 January 2024. Ms. Zhang has entered into service agreement with our Company for an initial term of three years with effect from the 12 April 2024. All of the said service agreements will be renewable from time to time thereafter until terminated by not less than three months' prior notice in writing.

Mr. Tony Yuen was re-designated as a non-executive Director has entered into a letter of appointment with the Company for an initial term of three years with effect from the 13 May 2024. All of the said letter of appointment or service agreement has been or will be renewed from time to time thereafter until terminated by not less than three months' prior notice in writing.

Mr. Chung Billy has entered into a letter of appointment with the Company for an initial term of three years with effect from the date of Listing and such letters of appointment have been renewed for another year. Mr. Wong has entered into a letter of appointment for an initial term of three years with effect from 17 June 2022. Mr. Ke has entered into a letter of appointment for an initial term of three years with effect from 22 January 2024. Mr. Yang has entered into a letter of appointment for an initial term of three years with effect from 12 April 2024. All of the said letters of appointment will be renewable from time to time thereafter until terminated by not less than three months' prior notice in writing.

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

董事服務合約及委任函

阮女士已與本公司訂立服務協議，初步為期三年，自上市日期起生效，而該等服務協議已續期一年。林先生亦已與本公司訂立服務協議，初步為期三年，自2023年12月22日起生效。汪先生已與本公司訂立服務協議，初步為期三年，自2024年1月26日起生效。張女士已與本公司訂立服務協議，初步為期三年，自2024年4月12日起生效。其後所有上述服務協議將不時續期，除非發出不少於三個月事先書面通知終止協議。

阮先生調任為非執行董事，並已與本公司訂立委任函，初步為期三年，自2024年5月13日起生效。所有上述委任函或服務協議已或將不時續期，除非發出不少於三個月事先書面通知終止協議。

鍾定縉先生已與本公司訂立委任函，初步為期三年，自上市日期起生效，且該委任函已續期一年。汪先生亦已獲委任初步為期三年的任期，自2022年6月17日起生效。柯先生已與本公司訂立委任函，初步為期三年，自2024年1月22日起生效。楊先生已訂立委任函，初步為期三年，自2024年4月12日起生效。所有上述委任函其後將不時續期，除非發出不少於三個月事先書面通知終止協議。

擬於應屆股東週年大會上重選連任的董事概無與本集團訂立不可於一年內在毋須支付賠償(法定賠償除外)的情況下終止的服務合約。

Directors' Report

董事會報告

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

Save for disclosed in note 39 to the consolidated financial statements, no significant transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's 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.

BIOGRAPHIES OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group are set out on pages 15 to 21 of the annual report.

EMOLUMENT POLICY

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

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

REMUNERATION OF DIRECTORS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in note 13 to the consolidated financial statements.

RETIREMENT BENEFIT SCHEME

Details of the retirement benefit scheme of the Group are set out in note 16 to the consolidated financial statements.

董事於與本公司業務有關的重大交易、安排及合約中擁有的重大權益

除綜合財務報表附註39所披露者外，於年末或年內任何時間，本公司附屬公司概無訂立與本集團業務有關而董事直接或間接擁有重大權益的重大交易、安排及合約。

董事及高級管理層履歷

有關董事及本集團高級管理層的履歷詳情載於年報第15至21頁。

薪酬政策

本集團僱員之薪酬政策由薪酬委員會根據彼等之表現、資歷及能力制定。

董事之薪酬由薪酬委員會參考本公司之經營業績、個人表現及可比較市場統計數字釐定。

董事及五名最高薪人士之薪酬

董事及五名最高薪人士之酬金詳情載於綜合財務報表附註13。

退休福利計劃

本集團之退休福利計劃詳情載於綜合財務報表附註16。

Directors' Report

董事會報告

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in 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 Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long positions

Ordinary shares of the Company

董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉

於2024年3月31日，本公司董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例有關條文被認為或視作擁有的權益及淡倉)，或根據證券及期貨條例第352條須記錄在該條文所述登記冊內的權益及淡倉，或根據GEM上市規則第5.46至5.67條須知會本公司及聯交所的權益及淡倉如下：

好倉

本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
Mr. Hui Cho Lung 許佐龍先生	Beneficial owner 實益擁有人	37,400,000 (L)	4.68%

Note:

1. The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.

附註：

1. 英文字母「L」表示股東於本公司股本的好倉。

Save as disclosed above, as at 31 March 2024, none of the Directors and chief executive of the Company or their associates (as defined in the GEM Listing Rules) had any interests or short positions in any shares, underlying shares or debentures of the Company or any of 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 each of them has taken or deemed to be taken under the provisions of the SFO); or which were required, pursuant to section 352 of the SFO, to be entered into the register referred to therein; or which were required, pursuant to Rules 5.46 and 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

除上文所披露外，於2024年3月31日，概無本公司董事及主要行政人員或彼等之聯繫人(定義見GEM上市規則)於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債權證中，擁有任何根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文彼等各自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條須記錄於該條例所指登記冊內的權益或淡倉，或根據GEM上市規則第5.46及5.67條須知會本公司及聯交所的權益或淡倉。

As at the date of this report, Mr. Wang Yicheng is holding 136,230,000 Shares (long position), representing approximately 17.03% of the Company's issued share capital, as a beneficial owner.

於本報告日期，汪一成先生以實益擁有人身份持有136,230,000股股份(好倉)，相當於本公司已發行股本約17.03%。

Directors' Report

董事會報告

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

As at 31 March 2024, so far as is known to the Directors, the following persons, not being Directors or chief executive of the Company had, or were deemed to have, interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be 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 the Company:

Long positions

Ordinary shares of the Company

主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於2024年3月31日，據董事所知悉，下列人士（並非董事或本公司最高行政人員）於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益：

好倉

本公司普通股

Name	Capacity and nature of interest	Number of shares (note 1) 股份數目 (附註1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
姓名／名稱	身份及權益性質		
Mr. Yao Han ("Mr. Yao") (note 2) 姚韓先生(「姚先生」)(附註2)	Beneficial owner 實益擁有人	131,785,000 (L)	16.47%
Ms. Jian Yanmei ("Ms. Jian") (note 2) 蹇豔梅女士(「蹇女士」)(附註2)	Interest of spouse 配偶權益	131,785,000 (L)	16.47%
Super Arena Limited ("Super Arena") (note 3) Super Arena Limited (「Super Arena」)(附註3)	Beneficial owner 實益擁有人	118,000,000 (L)	14.75%
Mr. Kor Sing Mung Michael ("Mr. Kor") (note 3) Kor Sing Mung Michael 先生(「Kor 先生」) (附註3)	Interest of controlled corporation 受控制法團權益	118,000,000 (L)	14.75%

Notes:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- Ms. Jian is Mr. Yao's spouse and is therefore deemed to be interested in all Shares held by Mr. Yao under the SFO.
- On 21 December 2023, Super Arena, which originally held 10,000,000 Shares, entered into a sale and purchase agreement to purchase 108,000,000 Shares from Delighting View Global Limited. Completion of the sale and purchase took place on 26 January 2024. As at 31 March 2024, Mr. Kor was beneficially interested in 100% of the shares of Super Arena and was deemed to be interested in all the Shares held by Super Arena under the SFO.

附註：

- 英文字母「L」表示股東於本公司股本的好倉。
- 蹇女士為姚先生之配偶，故根據證券及期貨條例被視為於姚先生持有的所有股份中擁有權益。
- 於2023年12月21日，原先持有10,000,000股股份之Super Arena訂立買賣協議，向Delighting View Global Limited購買108,000,000股股份。買賣於2024年1月26日完成。於2024年3月31日，Kor先生實益擁有Super Arena 100%股份權益，並根據證券及期貨條例被視為擁有Super Arena持有的所有股份權益。

Directors' Report

董事會報告

Save as disclosed above, as at 31 March 2024, the Directors are not aware of any other person, other than Directors and the chief executive of the Company who had, or was deemed to have, interests or short positions in the shares or underlying shares 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, which were recorded in the register required to be kept by the Company under Section 336 of the SFO; or who is directly or indirectly, to be 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 the Company or options in respect of such share capital.

As at the date of this report, Mr. Wang Zhao Hui (“**Mr. Wang ZH**”) purchased 100% shares in Super Arena from Mr. Kor on 9 May 2024. Therefore, Super Arena is beneficially owned as to 100% by Mr. Wang ZH and Mr. Wang ZH is deemed to be interested in all the Shares held by Super Arena under the SFO. As a result, Mr. Wang ZH has become a substantial shareholder of the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraphs headed “Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any Associated Corporations” and “Share Option Scheme” in this annual report, and save for the reorganisation and the capitalisation issue as explained in the Prospectus, at no time during the year ended 31 March 2024 was the Company, or any of its subsidiaries or its parent company a party to any arrangements to enable the Directors and chief executives (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of shares or underlying shares in, or debentures of, the Company or any of its associated corporation.

SHARE OPTION SCHEMES

The Share Option Scheme was adopted pursuant to a resolution passed by the then Shareholders on 18 January 2018 for the primary purpose is to attract, retain and motivate talented participants, to strive for future developments and expansion of the Group. Eligible participants of the Share Option Scheme include any employees, any executives, non-executive Directors (including independent non-executive Directors), advisors, consultants of the Company or any of its subsidiaries.

The Share Option Scheme will remain valid and effective for a period of 10 years commencing on the date on which the Share Option Scheme was adopted, after which no further share options will be granted but the provisions of the Share Option Scheme shall in all other respects remain in full force and effect and share options which are granted during the life of the Share Option Scheme may continue to be exercisable in accordance with their terms of issue. The principal terms of which were summarised in the paragraph headed “Share Option Scheme” in Appendix IV to the Prospectus. No share option has been granted under the Share Option Scheme since its adoption.

除上文披露者外，於2024年3月31日，董事並不知悉任何其他人士（董事及本公司最高行政人員除外）於本公司股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露的權益或淡倉；或須記錄於本公司根據證券及期貨條例第336條所存置登記冊的權益或淡倉；或直接或間接擁有附帶權利於任何情況下均可在本公司的股東大會上投票的任何類別股本面值5%或以上權益或有關該股本的購股權。

於本報告日期，汪朝暉先生（「**汪朝暉先生**」）於2024年5月9日向Kor先生購買於Super Arena的100%股份。因此，Super Arena由汪朝暉先生實益擁有100%，而根據證券及期貨條例，汪朝暉先生被視為於Super Arena持有的全部股份中擁有權益。因此，汪朝暉先生已成為本公司的主要股東。

董事收購股份或債權證之權利

除本年報「董事及最高行政人員於本公司或任何相聯法團的股份、相關股份及債權證的權益及淡倉」及「購股權計劃」各段披露者以及招股章程所闡述重組及資本化發行外，本公司或其任何附屬公司或其母公司概無於截至2024年3月31日止年度任何時間訂立任何安排，使董事及最高行政人員（包括其配偶及18歲以下的子女）可透過收購本公司或任何其相聯法團所收購的股份或相關股份或債權證而獲取利益。

購股權計劃

該購股權計劃乃根據當時股東於2018年1月18日通過的決議案採納，主要目的為吸引、保留及激勵有才能的參與者為本集團的未來發展及擴展作出貢獻。該購股權計劃的合資格參與者包括本公司或其任何附屬公司的任何僱員、任何行政人員、非執行董事（包括獨立非執行董事）、顧問及諮詢人。

該購股權計劃將於該購股權計劃獲採納之日起計10年內維持有效。其後不得再授出購股權，但該購股權計劃的條文在所有其他方面將仍全面有效，而於該購股權計劃有效期內已授出的購股權根據其發行條款仍可繼續行使。該購股權計劃的主要條款概要載於招股章程附錄四「購股權計劃」一段。自採納以來，概無根據該購股權計劃授出購股權。

Directors' Report

董事會報告

EQUITY-LINKED AGREEMENTS

Save and except for the Share Option Scheme as disclosed in the paragraph headed "Share Option Scheme" above, no equity-linked agreement that (i) will or may result in the Company issuing shares or (ii) requires the Company to enter into any agreement that will or may result in the Company issuing shares, was entered into by the Company during the year ended 31 March 2024 or subsisted at the end of the year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

The largest customer	最大客戶
Five largest customers in aggregate	五大客戶總計
The largest supplier	最大供應商
Five largest suppliers in aggregate	五大供應商總計

None of the Directors, their close associates or any Shareholders (which to the knowledge of the Directors owned more than 5% of the Company's share capital) had any interest in the Group's five largest customers or suppliers.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the year ended 31 March 2024, to the best of knowledge of the Directors, there was no material breach of or non-compliance with the applicable laws and regulations by the Group that has a significant impact on the businesses and operations of the Group.

股票掛鈎協議

除於上文「購股權計劃」一段所披露的該購股權計劃外，本公司於截至2024年3月31日止年度並無訂立或於年末存續(i)將或可能導致本公司發行股份或(ii)要求本公司訂立任何將或可能導致本公司發行股份的股票掛鈎協議。

購買股份或債權證之安排

於年內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可透過收購本公司或任何其他團體公司之股份或債權證而獲取利益。

管理合約

年內，本公司概無就整體或任何重大部分業務的管理及行政工作訂立或訂有任何合約。

主要客戶及供應商

		Sales 銷售	Purchases 採購
The largest customer	最大客戶	10.9%	N/A 不適用
Five largest customers in aggregate	五大客戶總計	36.0%	N/A 不適用
The largest supplier	最大供應商	N/A 不適用	43.5%
Five largest suppliers in aggregate	五大供應商總計	N/A 不適用	79.4%

董事、彼等之緊密聯繫人或據董事所知擁有本公司股本5%以上的任何股東概無於本集團之五大客戶或供應商中擁有任何權益。

遵守相關法例及法規

截至2024年3月31日止年度，據董事所深知，本集團並無對本集團業務及營運產生重大影響的重大違反或不遵守適用法例及法規的情況。

Directors' Report

董事會報告

DISCLOSURES UNDER RULES 17.22 TO 17.24 OF THE GEM LISTING RULES

As at 31 March 2024, the Group had no circumstances which would give rise to a disclosure obligation under Rules 17.22 to 17.24 of the GEM Listing Rules.

ENVIRONMENTAL POLICIES AND KEY RELATIONSHIP WITH EMPLOYEES

Discussion on the Group's environmental policies and key relationship with employees is set out in the section headed "Environmental, Social and Governance Report" from pages 22 to 41 of this annual report.

CONFIRMATION OF INDEPENDENCE

The Company has received annual confirmation of independence from each of the independent non-executive Directors pursuant to the factors as set out in Rule 5.09 of the GEM Listing Rules. The Company considers all independent non-executive Directors to be independent.

RELATED PARTY TRANSACTIONS

Details of the related party transactions of the Group are set out in note 39 to the consolidated financial statements.

CONTINUING CONNECTED TRANSACTIONS

On 6 January 2022, SE Engineering, being an indirectly wholly-owned subsidiary of the Company, entered into a tenancy agreement (as tenant) with Brilliant Capital Resources Limited (as landlord) ("**Brilliant Capital**") for the term from 6 January 2022 to 5 January 2023 (and further extended to 5 January 2024 upon renewal on 6 January 2023) at a rent of HK\$150,000 per calendar month. The premise has been used by the Group as a workshop. Brilliant Capital was owned as to approximately 42.5%, 42.5% and 15.0% by Mr. Yuen Jackson Kwok Leung ("**Mr. Jackson Yuen**"), Mr. Tony Yuen and Ms. Pauline Yuen respectively. Since Mr. Tony Yuen, Ms. Pauline Yuen and Mr. Jackson Yuen are "family members" as defined in Chapter 20 of the GEM Listing Rules and they together owned over 50% of the total issued share capital of Brilliant Capital, Brilliant Capital is an associate of Mr. Tony Yuen and Ms. Pauline Yuen pursuant to Rule 20.10(2)(b) of the GEM Listing Rules. Therefore, the entering into a tenancy agreement by SE Engineering (as tenant) with Brilliant Capital (as landlord) constitutes a continuing connected transaction.

Details of the above tenancy agreement of the Group are set out in note 40 to the consolidated financial statements.

根據GEM上市規則第17.22至17.24條作出披露

於2024年3月31日，本集團並無出現須根據GEM上市規則第17.22至17.24條履行披露責任的情況。

環保政策及與僱員的主要關係

有關本集團環保政策與僱員的主要關係的論述載於本年報第22至41頁之「環境、社會及管治報告」。

獨立性確認書

本公司已接獲各名獨立非執行董事根據GEM上市規則第5.09條所載因素而作出的年度獨立性確認書。本公司認為全體獨立非執行董事均為獨立。

關聯方交易

有關本集團關聯方交易的詳情載於綜合財務報表附註39。

持續關連交易

於2022年1月6日，本公司間接全資附屬公司專訊工程（作為租戶）與卓基資本有限公司（「**卓基資本**」）（作為業主）訂立租賃協議，該租期自2022年1月6日起至2023年1月5日（並在2023年1月6日續期後進一步延長至2024年1月5日），月租為150,000港元。該物業由本集團用作車間。卓基資本由阮國良先生（「**阮國良先生**」）、阮先生及阮女士分別擁有約42.5%、42.5%及15.0%權益。由於阮先生、阮女士及阮國良先生屬於GEM上市規則第20章所界定的「家庭成員」而彼等合共擁有卓基資本全部已發行股本超過50%，根據GEM上市規則第20.10(2)(b)條，卓基資本為阮先生及阮女士的聯繫人。因此，專訊工程（作為租戶）與卓基資本（作為業主）簽訂上述租賃協議構成持續關連交易。

有關本集團上述租賃協議的詳情載於綜合財務報表附註40。

Directors' Report

董事會報告

COMPETING INTERESTS

During the year ended 31 March 2024, none of the Directors, the controlling shareholders and their respective associates (as defined in the GEM Listing Rules) as at 31 March 2024 had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group or any other conflicts of interest with the Group.

DEED OF NON-COMPETITION

Each of Mr. Tony Yuen, Ms. Pauline Yuen and Delighting View (collectively the “**Covenantors**” or each, a “**Covenantor**”), being the then Controlling Shareholders, has entered into the deed of non-competition (the “**Deed of Non-competition**”) pursuant to which each of the Covenantors has, among other things, irrevocably and unconditionally undertaken with the Company (for itself and as trustee for its subsidiaries), on a joint and several basis, that at any time during the period commencing on the date of Listing and expiring on the earlier of (i) the date upon which the Shares cease to be listed on the Stock Exchange; or (ii) the date upon which the Covenantors and their close associates cease to own 30% or more of the then issued share capital of the Company directly or indirectly, such Covenantor shall not, and shall procure that neither their respective close associates nor companies controlled by the Covenantors (other than the members of the Group) will (i) directly or indirectly, be interested in or involved in or engaged in or acquire or hold any right or interest (in each case whether as a director or shareholder (other than being a director or shareholder of any member of the Group)) in any form of business, including but not limited to any joint venture, alliance, cooperation, partnership which competes or is likely to compete directly or indirectly with the Group's business in any area in which the Group carries or may carry on business (the “**Restricted Activity**”) from time to time; nor provide support in any form to persons other than the members of the Group to engage in business that constitutes or may constitute direct or indirect competition with the businesses that the Group is currently and from time to time carrying on; (ii) solicit any existing employee of the Group for employment by him/her/it or his/her/its close associates or companies controlled by him/her/it; and (iii) without the consent of the Company, make use of any information pertaining to the business of the Group which may have come to his/her/its knowledge for any purpose of engaging, investing or participating in any Restricted Activity. Such non-competition undertaking does not apply to holding shares of a company which conducts or is engaged in any Restricted Activity provided that, such shares are listed on a recognised stock exchange and: (a) the total number of the shares held by the Covenantors and/or their respective close associates (in aggregate) does not amount to more than 5% of the issued shares of such company; and (b) the Covenantors and/or their respective close associates are not entitled to appoint a majority of the directors or management of that company. Details of the Deed of Non-competition have been disclosed in the section headed “Relationship with the Controlling Shareholders” of the Prospectus.

競爭權益

截至2024年3月31日止年度，概無董事、控股股東及彼等各自的聯繫人（定義見GEM上市規則）於2024年3月31日與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有任何權益或與本集團有任何其他利益衝突。

不競爭契據

當時的控股股東阮先生、阮女士及Delighting View（統稱「契諾人」或各自為一名「契諾人」）各自簽訂不競爭契據（「不競爭契據」），據此，每名契諾人（其中包括）不可撤回及無條件地共同及個別向本公司（為其自身及作為其附屬公司的受託人）承諾，於上市日起至(i)股份終止在聯交所上市日期；或(ii)契諾人及彼等的緊密聯繫人不再直接或間接擁有本公司當時已發行股本30%或以上的日期（以較早者為準）期滿的期間的任何時間內，該等契諾人將不會並促使其各自的緊密聯繫人或其控制的公司（本集團成員公司除外）將不會(i)直接或間接擁有或參與或從事或收購任何形式業務或於其中持有權利或權益（不論於各情況下是否作為董事或股東（本集團任何成員公司董事或股東除外）），包括但不限於現時或可能直接或間接與本集團任何範疇業務（而本集團現時或可能不時進行該範疇業務）競爭的任何合營、聯盟、合作、合夥（「受限制活動」）；或以任何形式提供支援予本集團成員以外的人士以從事現時或可能直接或間接與本集團目前及不時進行的業務競爭的業務；(ii)由其招攬本集團任何現有僱員在其或其緊密聯繫人或其所控制公司中任職；及(iii)未經本公司同意下利用其可能獲悉有關本集團業務的任何資料，以從事、投資或參與任何受限制活動。該不競爭承諾不適用於進行或參與任何受限制活動公司的所持股份，前提是該等股份乃在認可的證券交易所上市及：(a)由契諾人及／或彼等各自的緊密聯繫人合共所持的股份總數不多於該公司已發行股份5%；及(b)契諾人及／或彼等各自的緊密聯繫人無權委任該公司大多數董事或管理層。有關不競爭契據的詳情於招股章程「與控股股東的關係」一節披露。

Directors' Report

董事會報告

As Delighting View Global Limited, Mr. Tony Yuen and Ms. Pauline Yuen ceased to be the Controlling Shareholders from 30 June 2021, the undertakings under the Deed of Non-competition expired on the same date.

On 30 November 2015, Mr. Jackson Yuen has also entered into a deed of non-competition with the Company, pursuant to which Mr. Jackson Yuen has made similar undertakings to the Company as those given by the Controlling Shareholders under the Deed of Non-competition.

SUFFICIENCY OF PUBLIC FLOAT

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

CORPORATE GOVERNANCE

The Company's corporate governance report is set out on pages 42 to 64 of this annual report.

DISPOSAL OF SHARES BY SUBSTANTIAL SHAREHOLDER

On 19 April 2023, Delighting View Global Limited and Primary Group International Limited entered into a sale and purchase agreement for the sale of 206,000,000 shares of the Company. Completion of sale and purchase of 66,000,000 and 32,000,000 shares took place on 12 May 2023 and 30 June 2023 respectively. On 21 December 2023, Delighting View Global Limited and Super Arena Limited entered into a sale and purchase agreement for the sale of 108,000,000 shares of the Company. Completion of the sale and purchase took place on 26 January 2024. As at the date of this report, Delighting View Global Limited ceased to be a substantial shareholder of the Company.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the dual foreign name in Chinese of the Company from “懶豬科技集團有限公司” to “漢諾科技集團有限公司”. The proposed Change of company name is conditional upon the following conditions having been satisfied: (i) the passing of a special resolution approving the proposed change of company name by the shareholders of the Company at an extraordinary general meeting to be convened and held by the Company; and (ii) the approval being granted by the Registrar of Companies in the Cayman Islands for the proposed change of company name. Please refer to the announcement of the Company dated 15 March 2024 for details of the proposed change of company name.

由於 Delighting View Global Limited、阮先生及阮女士自 2021 年 6 月 30 日起不再擔任控股股東，故不競爭契據項下的承諾於同日到期。

於 2015 年 11 月 30 日，阮國良先生亦與本公司訂立不競爭契據，據此，阮國良先生已向本公司作出與控股股東根據不競爭契據提供者相似的承諾。

充足公眾持股量

根據本公司公開可得之資料及據董事所知，於本報告日期，本公司全部已發行股本中最少有 25% 由公眾人士持有。

企業管治

本公司之企業管治報告載於本年報第 42 至 64 頁。

主要股東出售股份

於 2023 年 4 月 19 日，Delighting View Global Limited 與 Primary Group International Limited 訂立買賣協議，以出售本公司 206,000,000 股股份。買賣 66,000,000 股及 32,000,000 股股份分別於 2023 年 5 月 12 日及 2023 年 6 月 30 日完成。於 2023 年 12 月 21 日，Delighting View Global Limited 與 Super Arena Limited 訂立買賣協議，出售本公司 108,000,000 股股份。買賣於 2024 年 1 月 26 日完成。於本報告日期，Delighting View Global Limited 已不再為本公司的主要股東。

建議更改公司名稱

董事會建議將本公司中文雙重外文名稱由「懶豬科技集團有限公司」更改為「漢諾科技集團有限公司」。建議更改公司名稱須待以下條件達成後，方可作實：(i) 本公司股東於本公司將召開並舉行之股東特別大會上，通過批准建議更改公司名稱之特別決議案；及(ii) 開曼群島公司註冊處長批准建議更改公司名稱。有關建議更改公司名稱之詳情，請參閱本公司日期為 2024 年 3 月 15 日之公佈。

Directors' Report

董事會報告

EVENTS AFTER THE REPORTING PERIOD

On 14 June 2024, the Group entered into a strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”) with Guizhou Little Butterfly Cultural Tourism Industry Development Co. Ltd.* (貴州小蝴蝶文化旅遊產業發展有限公司) (“**Guizhou Little Butterfly Cultural**”), a company established under the laws of the People’s Republic of China which mainly operates the business of entrusted operation and management of tourist attractions. Pursuant to Strategic Cooperation Framework Agreement, the Company and Guizhou Little Butterfly Cultural will cooperate on various matters including but not limited to joint development of intellectual property rights in digital cultural tourism and exploration of potential opportunities through the operation of e-commerce platforms or other feasible approaches. The Strategic Cooperation Framework Agreement shall be effective for a term of one year. Details of the above are set out in the Company’s announcement dated 14 June 2024.

AUDITOR

McMillan Woods (Hong Kong) CPA Limited has been appointed as the auditor of the Company following the resignation of World Link CPA Limited due to its reorganisation under which the audit engagement director and the audit engagement team joined another professional accounting firm with effect from 10 February 2020 and McMillan Woods (Hong Kong) CPA Limited was appointed to fill the casual vacancy.

A resolution to re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD

Wang Yicheng

Chairman

Hong Kong
28 June 2024

報告期後事項

於2024年6月14日，本集團與貴州小蝴蝶文化旅遊產業發展有限公司(「貴州小蝴蝶文化」)訂立戰略合作框架協議(「戰略合作框架協議」)，該公司為一家根據中華人民共和國法律成立之公司，主要經營旅遊景區受託經營及管理業務。根據戰略合作框架協議，本公司與貴州小蝴蝶文化將就多項事宜進行合作，合作事項包括但不限於共同開發數字文旅知識產權，通過營運電子商務平台或其他可行方案，發掘潛在機會。戰略合作框架協議有效期為一年。上述詳情載於本公司日期為2024年6月14日之公佈。

核數師

華普天健(香港)會計師事務所有限公司已辭任本公司核數師，自2020年2月10日起生效。此乃由於該公司重組，據此其審核項目董事及審核團隊加入另一所專業會計師行，其後長青(香港)會計師事務所有限公司獲委任為本公司核數師，以填補臨時空缺。

本公司將於應屆股東週年大會上提呈決議案，續聘長青(香港)會計師事務所有限公司為本公司核數師。

代表董事會

主席

汪一成

香港
2024年6月28日

Independent Auditor's Report

獨立核數師報告



TO THE SHAREHOLDERS OF
PRIME INTELLIGENCE SOLUTIONS GROUP LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Prime Intelligence Solutions Group Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 85 to 167, which comprise the consolidated statement of financial position as at 31 March 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 March 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements, which mentions that the Group incurred a loss attributable to owners of the Company of approximately HK\$15,627,000 during the year ended 31 March 2024. As at 31 March 2024, the Group’s bank and cash balances amounted to approximately HK\$3,802,000 whilst the liabilities expected to be settled within the next 12 months amounted to approximately HK\$12,538,000. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the Group’s ability to continue as a going concern. Our opinion is not modified in respect of this matter. Notwithstanding the above, the consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent upon the outcomes of the Group to attain profitable and positive cash flows from operations as detailed in note 2 to the consolidated financial statements.

致懶豬科技集團有限公司股東
(於開曼群島註冊成立的有限公司)

意見

吾等已審核載於第85頁至第167頁懶豬科技集團有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)的綜合財務報表，包括於2024年3月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、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，包括重大會計政策資料。

吾等認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的香港財務報告準則(「**香港財務報告準則**」)真實及公平地反映 貴集團於2024年3月31日之綜合財務狀況，及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥為編製。

意見基礎

吾等已根據香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審核工作。吾等於該等準則下之責任於本報告「核數師就審核綜合財務報表須承擔的責任」一節中進一步詳述。根據香港會計師公會之專業會計師道德守則(「**守則**」)，吾等獨立於 貴集團，及吾等已遵循守則履行其他道德責任。吾等相信，吾等所獲得之審核憑證能充分恰當地為吾等的意見提供基礎。

與持續經營相關之重大不確定因素

務請垂注綜合財務報表附註2，其中提及截至2024年3月31日止年度， 貴集團錄得 貴公司擁有人應佔虧損約15,627,000港元。於2024年3月31日， 貴集團之銀行及現金結餘約為3,802,000港元，而預期於未來12個月內結付之負債約為12,538,000港元。有關狀況顯示存在重大不確定因素，有關因素可能會致使 貴集團持續經營能力產生重大疑問。吾等不對此事修改意見。儘管上文所述，惟綜合財務報表按持續經營基礎編製，其有效性取決於 貴集團自業務獲得有利可圖之正現金流量結果，詳見綜合財務報表附註2。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined (i) allowance for inventories; and (ii) impairment of trade receivables to be the key audit matters to be communicated in our report.

關鍵審核事項

關鍵審核事項為根據吾等的專業判斷對本期綜合財務報表的審核最為重要的事項。該等事項於吾等審核整體綜合財務報表及就此形成意見時處理，而吾等不會對該等事項提供獨立的意見。吾等已釐定(i)存貨的撥備；及(ii)貿易應收款項的減值為將於本報告傳達的關鍵審核事項：

Key Audit Matter

關鍵審核事項

How our audit addressed the Key Audit Matter

吾等在審核中如何處理關鍵審核事項

(I) Allowance for inventories

(I) 存貨的撥備

Refer to material accounting policy information in note 4(g), critical judgement and estimates in note 5(b(ii)) and its relevant disclosures in note 20 to the consolidated financial statements.

請參閱綜合財務報表附註4(g)重大會計政策資料、附註5(b(ii))關鍵判斷及估計以及附註20的相關披露事項。

The Group had inventories with net carrying amount of approximately HK\$21,334,000 as at 31 March 2024 (after related allowance of approximately HK\$5,506,000 provided as at 31 March 2024).

於2024年3月31日，貴集團擁有賬面淨值約21,334,000港元的存貨(經扣除於2024年3月31日計提的相關撥備約5,506,000港元後)。

The Group operates in an industry where technological development may significantly affect the valuation of inventories as its products would become slow-moving or outdated when products with new technology emerge.

鑑於貴集團經營所在行業的性質，科技發展會對存貨估值產生顯著影響，當新科技產品興起，其產品將滯銷或變得過時。

The estimation of the allowance for inventories requires management to make judgements based on these inventories' ages, obsolescence, future sales plan, estimated net selling prices as well as inventory disposal plans. Actual sales are likely to be different from those estimated or forecast since anticipated events sometimes do not occur as expected and unforeseen events may arise, and their impact on estimates and forecasts may be material.

管理層須基於該等存貨的賬齡、陳舊程度、未來銷售計劃、估計淨售價以及存貨出售計劃作出判斷，以估計該等存貨的撥備。實際銷售很可能與該等估計或預測不同，乃由於預計事件有時不如預期般發生及可能發生預計以外的事件，而其對估計及預測的影響可能屬重大。

Our procedure in relation to net realisable value determination as well as allowance assessment of inventories carried out by the management included:

吾等有關由管理層開展的可變現淨值釐定以及存貨撥備評估的程序包括：

- Reviewing the ageing of inventory;
- 審核存貨賬齡；
- Identifying and assessing aged and obsolete items of inventory while attending the physical inventory count;
- 參與實體存貨盤點時，識別及評估老舊及陳舊存貨項目；
- Assessing the Group's internal control over the inventory provision in particular the Group's policy on allowance for slow-moving and outdated inventories;
- 評估貴集團對存貨撥備的內部控制，尤其是貴集團對滯銷及陳舊存貨的撥備政策；
- Assessing the appropriateness and reasonableness of the methodologies adopted by the management in determining the net realisable value for those slow-moving and outdated items of inventory; and
- 評估管理層釐定該等滯銷及陳舊存貨項目可變現淨值採納的方法的合適性及合理性；及
- Reviewing the subsequent sales to corroborate the assumptions used by the management.
- 審核後續銷售以證實管理層使用的假設。

Independent Auditor's Report

獨立核數師報告

Key Audit Matter 關鍵審核事項

(II) Impairment of trade receivables (II) 貿易應收款項的減值

Refer to material accounting policy information in note 4(v), critical judgement and estimates in note 5(b(iii)), financial risk management in note 6(b) and its relevant disclosures in note 21 to the consolidated financial statements.

請參閱綜合財務報表附註4(v)重大會計政策資料、附註5(b(iii))關鍵判斷及估計、附註6(b)財務風險管理以及附註21的相關披露事項。

During the course of business, the Group would grant credit terms to its customers ranged between 30 to 90 days. The Group would perform periodic assessment on the impairment of trade receivables by basing on information including credit risk characteristics of each customer, historical ageing and settlement records, subsequent settlement status, expected timing and amount of recovering outstanding balances, and on-going trading relationships with the relevant customers and forward-looking information that may impact its customers' abilities to repay the outstanding trade receivables in order to estimate the expected credit losses ("ECL") for the impairment assessment.

於業務過程中，貴集團會向其客戶授予30至90日的信貸期。貴集團將根據各客戶的信貸風險特徵、過往賬齡及結算記錄、其後結算狀況、預期收回尚未償還結餘的時間及金額以及與相關客戶的持續交易關係與可能影響其客戶償還尚未償還貿易應收款項的能力的前瞻性資料等資料，對貿易應收款項的減值進行定期評估，以估計減值評估的預期信貸虧損（「預期信貸虧損」）。

Due to impairment of trade receivables under the ECL model involved the use of significant management judgements and estimates, we considered this as a key audit matter.

鑑於預期信貸虧損模式下的貿易應收款項減值涉及使用重大管理層判斷及估計，故吾等認為此乃為關鍵審核事項。

How our audit addressed the Key Audit Matter 吾等在審核中如何處理關鍵審核事項

Our audit procedures in relation to the impairment assessment of trade receivables included:

吾等有關貿易應收款項減值評估的審核程序包括：

- Evaluating the design, implementation and operating effectiveness of key internal controls over credit control, debt collection and estimate of ECL;
- 評估信貸控制、收回債務及預期信貸虧損估計的關鍵內部控制的設計、實施及運作成效；
- Assessing the reasonableness of the Group's ECL models by examining the model input used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions variables and assumptions used in each of the economic scenarios and their probability weightings and assessing whether there was an indication of management bias when recognising loss allowances;
- 透過檢查管理層用於作出相關判斷的模式輸入數據評估貴集團預期信貸虧損模式的合理性，當中包括測試過往違約數據的準確性、評估過往虧損率是否根據當前經濟狀況的可變因素及各經濟情景下所用的假設及其機率比重進行適當調整，及評估是否有跡象顯示管理層於確認虧損撥備時存有偏見；
- Re-performing the calculations in the ECL model;
- 重新進行預期信貸虧損模式的計算；
- Inspecting settlements after the financial year end relating to the trade receivables as at 31 March 2024; and
- 於財政年度結束後檢查於2024年3月31日的貿易應收款項相關的結算情況；及
- Reviewing the appropriateness of the disclosures made in the consolidated financial statements in relation to the Group's credit risk exposure.
- 吾等亦審閱於綜合財務報表中所作出有關貴集團信貸風險的披露資料的恰當性。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事須為其他資料承擔責任。其他資料包括 貴公司年報中除綜合財務報表及吾等就此發出的核數師報告以外的所有資料。

吾等對綜合財務報表作出的意見並未涵蓋其他資料及吾等不對其他資料發表任何形式的核證結論。

就吾等審核綜合財務報表而言，吾等的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等於審核過程中獲悉的資料存在重大抵觸，或似乎存在重大錯誤陳述。基於吾等已執行的工作，倘吾等認為此其他資料出現重大錯誤陳述，吾等須報告該事實。吾等就此並無任何事項須報告。

董事及審核委員會就綜合財務報表須承擔的責任

董事負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定，編製真實及意見公允之綜合財務報表，並負責董事認為就編製綜合財務報表而言屬必要的有關內部監控，致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。

在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，並披露與持續經營有關的事項（如適用），及除非董事有意將 貴集團清盤或停止營運，或除此之外並無其他實際可靠的辦法，否則董事須採用以持續經營為基礎的會計法。

審核委員會協助董事履行監督 貴集團的財務報告流程的職責。

Independent Auditor's Report

獨立核數師報告

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

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

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

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

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

核數師就審核綜合財務報表須承擔的責任

吾等的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告。吾等僅向閣下（作為整體）報告吾等的意見，並無其他目的。吾等概不就本報告的內容，對任何其他人士負責或承擔法律責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，它們單獨或匯總起來可能影響財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，吾等運用了專業判斷，保持了專業懷疑態度。吾等亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，因應此等風險設計及執行審核程序，獲得充分適當的審核憑證為吾等的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部監控，以設計適用於有關情況之審核程序，惟不會就貴集團之內部監控成效發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估計及相關披露是否合理。

Independent Auditor's Report

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否有對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘吾等總結認為存在重大不確定因素，吾等需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂吾等的意見。吾等的結論乃基於截至核數師報告日期所獲得的審核憑證。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。
- 評估綜合財務報表(包括資料披露)的整體呈列、架構及內容，以及綜合財務報表是否已公平地反映及列報相關交易及事件。
- 就貴集團內各實體及業務活動的財務資料獲得充分而適當的審核憑證，以就綜合財務報表發表意見。吾等須負責指導、監督及執行集團的審核工作。吾等只須為吾等的審核意見承擔責任。

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

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

吾等就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括吾等於審核期間識別出內部監控的任何重大缺陷與審核委員會進行溝通。

吾等亦向審核委員會提交聲明，確認吾等已遵守有關獨立性的道德要求，並就所有被合理認為可能影響吾等的獨立性的關係及其他事宜，以及為消除威脅而採取的行動或防範措施(如適用)與審核委員會進行溝通。

Independent Auditor's Report

獨立核數師報告

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

吾等從與審核委員會溝通的事項中，決定哪些事項對本期間綜合財務報表的審核工作最為重要，從而構成關鍵審核事項。除非法例或規例不容許公開披露此等事項，或於極罕有的情況下，吾等認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則吾等會於核數師報告中描述此等事項。

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Hui Chi Kong

Audit Engagement Director

Practising Certificate Number: P07348

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

Hong Kong, 28 June 2024

長青(香港)會計師事務所有限公司

執業會計師

許志剛

審核項目董事

執業證書編號：P07348

香港灣仔
駱克道188號
兆安中心24樓

香港，2024年6月28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 2024

截至2024年3月31日止年度

		Note 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Revenue	收益	8	54,372	43,151
Cost of sales and services rendered	銷售及已提供服務成本		(29,178)	(30,143)
Gross profit	毛利		25,194	13,008
Other income and other gains/(losses), net	其他收入及其他收益／ (虧損)淨額	9	3,008	1,497
Selling and distribution costs	銷售及分銷成本		(10,100)	(9,639)
Administrative and other operating expenses	行政及其他經營開支		(33,386)	(28,675)
Impairment loss of trade receivables	貿易應收款項減值虧損		(138)	(96)
Loss from operation	來自經營之虧損		(15,422)	(23,905)
Finance costs	財務成本	10	(234)	(119)
Loss before tax	除稅前虧損	11	(15,656)	(24,024)
Income tax credit/(expense)	所得稅抵免／(開支)	12	29	(132)
Loss for the year attributable to equity owners of the Company	本公司權益擁有人應佔 年內虧損		(15,627)	(24,156)
Other comprehensive income after tax:	除稅後其他全面收益：			
<i>Items that will not be reclassified to profit or loss:</i>	不會重新分類至損益之項目：			
Remeasurement gains on defined benefit pension plans	界定福利退休金計劃之 重新計量收益		121	—
<i>Items that may be reclassified to profit or loss:</i>	可能重新分類至損益之項目：			
Exchange differences on translating foreign operations	換算海外業務時之匯兌差額		(345)	(406)
Release of foreign currency translation reserve on disposal of a subsidiary	出售附屬公司時解除外幣換算 儲備		40	—
			(305)	(406)
Other comprehensive income for the year, net of tax	年內其他全面收益，扣除稅項		(184)	(406)
Total comprehensive income for the year attributable to equity owners of the Company	本公司權益擁有人應佔年內全面 收益總額		(15,811)	(24,562)
Loss per share (HK cents)	每股虧損(港仙)			
— Basic and diluted	— 基本及攤薄	15	(1.95)	(3.02)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2024
於2024年3月31日

		Note	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
		附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	426	556
Right-of-use assets	使用權資產	18	–	–
Intangible assets	無形資產	19	–	–
			426	556
Current assets	流動資產			
Inventories	存貨	20	21,334	22,535
Trade receivables	貿易應收款項	21	16,624	10,580
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	22	2,791	3,421
Tax recoverable	可收回稅項		213	69
Bank and cash balances	銀行及現金結餘	23	3,802	17,868
			44,764	54,473
Current liabilities	流動負債			
Trade payables	貿易應付款項	24	4,730	2,384
Other payables and accrued expenses	其他應付款項及應計費用	25	4,307	5,138
Lease liabilities	租賃負債	26	3,501	2,075
Contract liabilities	合約負債	27	10,885	7,938
			23,423	17,535
Net current assets	流動資產淨值		21,341	36,938
Total assets less current liabilities	總資產減流動負債		21,767	37,494
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	26	1,454	1,977
Contract liabilities	合約負債	27	1,215	921
Retirement benefit obligations	退休福利義務	28	313	–
			2,982	2,898
NET ASSETS	資產淨值		18,785	34,596

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 March 2024
於2024年3月31日

		Note	2024	2023
		附註	2024年	2023年
			HK\$'000	HK\$'000
			千港元	千港元
Capital and reserves	資本及儲備			
Share capital	股本	31	8,000	8,000
Reserves	儲備	33(a)	10,785	26,596
TOTAL EQUITY	總權益		18,785	34,596

Approved and authorised for issue by the Board of Directors on 28 June 2024. 於2024年6月28日經董事會批准及授權刊發。

Wang Yicheng
汪一成

Yuen Mei Ling, Pauline
阮美玲

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2024

截至2024年3月31日止年度

		Share capital	Share premium	Merger reserve	Legal reserve	Foreign currency translation reserve	Accumulated losses	Total reserve	Total equity
		股本	股份溢價	合併儲備	法定儲備	外幣換算儲備	累計虧損	總儲備	總權益
		(note 33(c)(i))	(note 33(c)(ii))	(note 33(c)(iii))	(note 33(c)(iii))	(note 33(c)(iv))			
		(附註33(c)(i))	(附註33(c)(ii))	(附註33(c)(iii))	(附註33(c)(iii))	(附註33(c)(iv))			
		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
At 1 April 2022	於2022年4月1日	8,000	51,682	17,079	12	(10)	(17,605)	51,158	59,158
Loss for the year	年內虧損	-	-	-	-	-	(24,156)	(24,156)	(24,156)
Other comprehensive income	其他全面收益	-	-	-	-	(406)	-	(406)	(406)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(406)	(24,156)	(24,562)	(24,562)
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	8,000	51,682	17,079	12	(416)	(41,761)	26,596	34,596
Loss for the year	年內虧損	-	-	-	-	-	(15,627)	(15,627)	(15,627)
Other comprehensive income	其他全面收益	-	-	-	-	(305)	121	(184)	(184)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	(305)	(15,506)	(15,811)	(15,811)
At 31 March 2024	於2024年3月31日	8,000	51,682	17,079	12	(721)	(57,267)	10,785	18,785

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2024

截至2024年3月31日止年度

	Note 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Loss before tax	除稅前虧損	(15,656)	(24,024)
Adjustments for:	就以下各項作出調整：		
Interest income	利息收入	(144)	(82)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	394	272
Depreciation of right-of-use assets	使用權資產折舊	1,203	–
Finance costs	財務成本	234	119
Impairment loss of trade receivables	貿易應收款項減值虧損	138	96
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	258	742
Impairment loss on right-of-use assets	使用權資產減值虧損	2,953	4,601
Allowance for inventories	存貨撥備	272	1,884
Gain on disposal of a subsidiary	出售附屬公司收益	(2,366)	–
Gain on disposals of property, plant and equipment	出售物業、廠房及設備收益	(21)	(35)
Operating loss before working capital changes	營運資金變動前經營虧損	(12,735)	(16,427)
Decrease/(increase) in inventories	存貨減少／(增加)	605	(3,004)
(Increase)/decrease in trade receivables	貿易應收款項(增加)／減少	(6,124)	649
Decrease/(increase) in other receivables, prepayments and deposits	其他應收款項、預付款項及按金減少／(增加)	296	(1,008)
Increase in trade payables	貿易應付款項增加	2,471	1,778
Increase in other payables and accrued expenses	其他應付款項及應計費用增加	3,915	1,158
Increase in contract liabilities	合約負債增加	3,251	1,190
Increase in retirement benefit obligations	退休福利義務增加	422	–
Cash used in operations	經營所用現金	(7,899)	(15,664)
Hong Kong Profits Tax (paid)/refunded	(已付)／已退回香港利得稅	(115)	147
Interest on lease liabilities	租賃負債利息	(222)	(119)
Net cash used in operating activities	經營活動所用現金淨額	(8,236)	(15,636)

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 March 2024

截至2024年3月31日止年度

	Note 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(2,407)	(1,570)
Net cash effect on disposal of a subsidiary	出售附屬公司淨現金影響	(225)	–
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項	66	35
Interest received	已收利息	144	82
Net cash used in investing activities	投資活動所用現金淨額	(2,422)	(1,453)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Principal element of lease payments	租賃付款本金部分	(3,243)	(1,899)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(13,901)	(18,988)
Effect of foreign exchange rate changes	匯率變動的影響	(165)	(23)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初的現金及現金等價物	17,868	36,879
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末的現金及現金等價物	3,802	17,868
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金及現金等價物的分析		
Bank and cash balances	銀行及現金結餘	3,802	17,868
	23		

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempt company with limited liability under the Companies Law (as revised) of the Cayman Islands on 16 October 2015. The address of its registered office is P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands. The address of its principal place of business is located at Unit A, 6/F, TLP132, Nos. 132-134 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 14 February 2018 (the "Listing").

The Company is an investment holding company. The principal activities of its subsidiaries are sales of biometrics identification devices and other devices and accessories and provision of auxiliary and other services.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which in collective term includes all Hong Kong Financial Reporting Standards, 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. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Material accounting policy information adopted by the Group are discussed below.

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

Going concern

The Group incurred a loss attributable to the owners of the Company of approximately HK\$15,627,000 and net cash outflow from operating activities of approximately HK\$8,236,000 for the year ended 31 March 2024. As at 31 March 2024, the Group's bank and cash balances amounted to approximately HK\$3,802,000 whilst the liabilities expected to be settled within the next 12 months amounted approximately HK\$12,538,000. In preparing these consolidated financial statements, the directors of the Company have given careful consideration to the impact of current and anticipated future liquidity of the Group.

1. 一般資料

本公司於2015年10月16日根據開曼群島公司法(經修訂)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為P.O. Box 1350, Clifton House, 75 Fort Street, Grand Cayman, KY1-1108, Cayman Islands。其主要營業地點的地址位於香港新界葵涌大連排道132-134號TLP132六樓A室。本公司股份已自2018年2月14日起於香港聯合交易所有限公司(「聯交所」)GEM上市(「上市」)。

本公司為一間投資控股公司。其附屬公司的主要業務為銷售生物特徵識別裝置及其他裝置及配件，以及提供配套及其他服務。

2. 編製基準

此等綜合財務報表乃根據香港財務報告準則(「香港財務報告準則」)(香港會計師公會(「香港會計師公會」)頒佈之包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋之統稱)及香港公認的會計原則編製。此等綜合財務報表亦符合聯交所GEM證券上市規則(「GEM上市規則」)的適用披露條文及香港公司條例(第622章)的披露規定。本集團採納的重大會計政策資料於下文討論。

香港會計師公會已頒佈若干新訂及經修訂之香港財務報告準則，並於本集團之當前會計期間首次生效或可供提早採用。初步應用此等準則所引致有關本集團於當前及過往會計期間的任何會計政策變動已於此等綜合財務報表內反映，有關資料載於下文附註3。

持續經營

截至2024年3月31日止年度，本集團產生本公司擁有人應佔虧損約15,627,000港元及經營活動現金流出淨額約8,236,000港元。於2024年3月31日，本集團的銀行及現金結餘約為3,802,000港元，而預期於未來12個月內結付的負債約為12,538,000港元。於編製該等綜合財務報表時，本公司董事已仔細考慮本集團目前及預期未來流動資金的影响。

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For the year ended 31 March 2024
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2. BASIS OF PREPARATION (continued)

Going concern (continued)

The validity of the Group to operate as going concern is dependent upon the outcomes of the Group to attain profitable and positive cash flows from operations by exploiting business development and implementing effective cost control measures, at a level sufficient to finance the working capital requirements of the Group.

Based on the cash flow projections of the Group and having taken into account the above measures, the directors of the Company consider that the Group will be able to realise its assets and discharge its liabilities and commitments in the normal course of the business. Therefore, the consolidated financial statements of the Group have been prepared on a going concern basis.

3. ADOPTION OF NEW AND REVISED HKFRSs

(a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 April 2023 for the preparation of the consolidated financial statements:

Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred tax related to assets and liabilities arising from a single transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
HKFRS 17	Insurance Contracts

Except as described below, the application of the new and amendments to HKFRSs in the current year had no material impact on the Group's financial position and performance for the current and prior year and/or the disclosures set out in the consolidated financial statements.

2. 編製基準(續)

持續經營(續)

本集團能否有效持續經營取決於本集團透過利用業務發展以及實施有效的成本控制措施按足以滿足本集團營運資金需要的水平自業務獲得有利可圖的正現金流量的結果如何。

根據本集團的現金流量預測，計及上述措施後，本公司董事認為本集團將能夠在一般業務過程中變現資產並履行負債及承諾。因此，本集團的綜合財務報表以持續經營為基礎編製。

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團已首次採用香港會計師公會頒佈的以下香港財務報告準則的修訂本，該等修訂本於2023年4月1日或之後開始的年度期間強制生效，以編制綜合財務報表：

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
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與單一交易產生的資產和負債相關的遞延稅項
香港會計準則第12號(修訂本)	國際稅項改革 – 第二支柱模式規則(International Tax Reform – Pillar Two Model Rules)
香港財務報告準則第17號	保險合約

除下文所述外，本年度應用新訂及經修訂香港財務報告準則對本集團目前及過往年度之財務狀況及業績及／或綜合財務報表所載披露資料並無重大影響。

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財務報表附註

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3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

(b) Change in Accounting Policy

Change in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong

The Group has several subsidiaries operating in Hong Kong which are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee's accrued retirement benefits derived from employers' MPF contributions was allowed under the Employment Ordinance (Cap.57). In June 2022, the Government of the HKSAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “**Amendment Ordinance**”) which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset severance payment and LSP (the “**Abolition**”). The Abolition will officially take effect on 1 May 2025 (the “**Transition Date**”). In addition, under the Amendment Ordinance, the last month's salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. In light of this, the Group has implemented the guidance published by the HKICPA in connection with the LSP obligation retrospectively so as to provide more reliable and more relevant information about the effects of the offsetting mechanism and the Abolition.

3. 採納新訂及經修訂香港財務報告準則(續)

(b) 會計政策變更

因應用香港會計師公會有關廢除香港強制性公積金(「強積金」) – 長期服務金(「長期服務金」)抵銷機制會計影響之指引而產生之會計政策變動

本集團有多家在香港經營之附屬公司，在若干情況下，該等公司有義務向僱員支付長期服務金。同時，本集團向受託人作出強制性強積金供款，有關受託人僅為每名僱員之退休福利管理以信託持有之資產。僱傭條例(第57章)准許以僱員自僱主強積金供款中獲得之累算退休福利抵銷長期服務金。2022年6月，香港特別行政區政府於憲報刊登2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例(「**修訂條例**」)，該條例廢除以僱主強制性強積金供款所得累算權益抵銷遣散費及長期服務金(「**廢除**」)。廢除將於2025年5月1日(「**過渡日期**」)正式生效。此外，根據修訂條例，緊接過渡日期(而非終止僱用日期)前最後一個月之月薪會用以計算過渡日期前有關僱傭期間之長期服務金部分。

2023年7月，香港會計師公會刊載《香港廢除強積金 – 長期服務金抵銷機制之會計影響(Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong)》，其為抵銷機制及廢除香港強積金 – 長期服務金抵銷機制產生之影響涉及之會計處理方法提供指引。有鑑於此，本集團已追溯執行香港會計師公會刊載有關長期服務金義務之指引，以就抵銷機制及廢除之影響提供更可靠及更相關資訊。

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3. ADOPTION OF NEW AND REVISED HKFRSs (continued)

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

The Group has not early applied any new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 April 2023. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則(續)

(c) 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用任何已頒佈但於2023年4月1日開始的財政年度尚未生效的新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團有關的項目。

**Effective for
accounting periods
beginning on or after
於以下日期或之後
開始的會計期間生效**

Amendments to HKAS 1 Classification of liabilities as current or non-current 香港會計準則第1號(修訂本)將負債分類為流動或非流動	1 January 2024 2024年1月1日
Amendments to HKAS 1 Non-current liabilities with covenants 香港會計準則第1號(修訂本)有契諾的非流動負債	1 January 2024 2024年1月1日
Amendments to HKFRS 16 — Lease Liability in a sales and leaseback 香港財務報告準則第16號(修訂本) — 售後租回的租賃負債	1 January 2024 2024年1月1日
Amendments to revised of Hong Kong Interpretation 5 (revised) presentation of financial statements-classification by borrower of a term loan that contains a repayment on demand clause (“ HK Int 5 (Revised) ”) 香港詮釋第5號(修訂本)財務報表(修訂本)的呈列 — 借款人對含有按要求償還條款的定期貸款的分類(「 香港詮釋第5號(經修訂) 」)	1 January 2024 2024年1月1日
Amendments to HKAS 7 and HKFRS 7 Supplier finance arrangements 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(Supplier finance arrangements)	1 January 2024 2024年1月1日
Amendments to HKAS 21 — Lack of Exchangeability 香港會計準則第21號(修訂本) — 缺乏可交換性(Lack of Exchangeability)	1 January 2025 2025年1月1日
Amendments to HKFRS 10 and HKAS 28 Sale or contribution of assets between an investor and its associate or joint venture 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的資產出售或注資	To be determined by the HKICPA 將由香港會計師公會釐定

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

本集團現正評估此等修訂本及新訂準則於初步應用期間的預期影響。迄今的結論為採納此等修訂本及新訂準則不大可能對綜合財務報表構成重大影響。

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4. MATERIAL ACCOUNTING POLICY INFORMATION

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

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

A summary of the material accounting policy information applied in the preparation of these consolidated financial statements are set out below.

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 March. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

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

Subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date when such control ceases.

4. 重大會計政策資料

該等綜合財務報表乃按歷史成本慣例編製。

編製符合香港財務報告準則的財務報表須採用若干關鍵會計估計，亦要求管理層於應用本集團會計政策的過程中作出判斷。涉及高度判斷或複雜程度的範疇，或對綜合財務報表有重大影響的假設及估計的範疇於附註5中披露。

在編製該等綜合財務報表時應用的重大會計政策資料的概要載列如下。

(a) 綜合

綜合財務報表包括本公司及其附屬公司截至3月31日止的財務報表。附屬公司的財務報表乃就與本公司相同的報告年度編製。附屬公司的會計政策已按需要作出改變以確保與本集團採納的政策一致。附屬公司指本集團控制的實體。當本集團通過參與某實體而承擔可變回報的風險或享有可變回報，並且有能力運用對該實體的權力影響該等回報，本集團即控制該實體。當本集團擁有現有權利，使本集團目前有能力主導相關活動（即對實體的回報產生重大影響的活動），本集團對該實體擁有權力。

在評估是否擁有控制權時，本集團考慮其潛在表決權以及其他方所持有的潛在表決權，以釐定其是否有控制權。只有在持有人有實際能力行使有關權利時，方考慮潛在表決權。

附屬公司在本集團取得控制權之日起綜合入賬，並繼續綜合入賬直至控制權終止當日為止。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(a) Consolidation (continued)

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

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

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

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

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

4. 重大會計政策資料(續)

(a) 綜合(續)

如果出售附屬公司導致失去控制權，該收益或虧損指以下兩項的差額(i)出售代價的公平值加該附屬公司保留的任何投資的公平值(於失去控制權當日釐定)；及(ii)本公司分佔該附屬公司資產淨值的賬面值加與該附屬公司有關的任何其餘商譽及任何累計外幣換算儲備。

所有集團內公司間交易、結餘、未變現及溢利均予以撇除。未變現虧損亦予以撇除，除非該交易提供所轉讓資產減值的憑據。附屬公司的會計政策於必要時改變，以確保符合本集團採用的會計政策。

非控股權益指並非直接或間接歸屬本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為年內損益及全面收益總額在非控股股東與本公司擁有人之間的分配。

損益及其他全面收益之各個組成部份歸屬於本公司之擁有人及非控股股東，即使此舉會導致非控股權益有虧絀結餘。

本公司於附屬公司擁有權權益變動(並不導致失去控制權)列作權益交易(即與擁有人以彼等作為擁有人的身份進行的交易)入賬。控股及非控股權益的賬面值將予以調整，以反映其於附屬公司的相對權益變動。非控股權益之調整金額與所付或所收代價的公平值之間的任何差額直接於權益中確認，並歸屬於本公司擁有人。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(b) Separate financial statements

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

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "**functional currency**"). The consolidated financial statements are presented in Hong Kong dollars ("**HKS**"), which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. The transaction date is the date on which the company initially recognises such non-monetary assets or liabilities. Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

4. 重大會計政策資料(續)

(b) 獨立財務報表

除非該投資獲分類為持作出售(或列入分類為持作出售的出售集團),在本公司的財務狀況表內,於附屬公司的投資以成本減去減值虧損列值。成本包括投資的直接應佔成本。附屬公司的業績乃由本公司按已收或應收的股息入賬。

於收到該等投資的股息後,如股息超過附屬公司於宣派股息期間的綜合收入總額或如投資於獨立財務報表的賬面值超過投資方資產淨值(包括商譽)於綜合財務報表的賬面金額,則須對該等投資進行減值測試。

(c) 外幣換算

(i) 功能及呈列貨幣

本集團各實體的財務報表內所包括項目,均利用該實體經營的主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表以港元(「**港元**」)呈列,港元為本公司之功能及呈列貨幣。

(ii) 各實體之財務報表中的交易及結餘

外幣交易於初步確認時均按交易日期的現行匯率換算為功能貨幣。外幣貨幣資產及負債按各報告期末的匯率換算。匯兌政策產生的收益及虧損於損益內確認。

以外幣列值並以歷史成本計量的非貨幣資產及負債乃使用於交易日期適用的外幣匯率換算。交易日期為本公司首次確認相關非貨幣資產或負債的日期。按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率折算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(c) Foreign currency translation (continued)

(ii) Transactions and balances in each entity's financial statements (continued)

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to the consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

4. 重大會計政策資料(續)

(c) 外幣換算(續)

(ii) 各實體之財務報表中的交易及結餘(續)

當非貨幣項目的收益或虧損於其他全面收益確認時，該收益或虧損的任何匯兌部分於其他全面收益確認。當非貨幣項目的收益或虧損於損益內確認時，該收益或虧損的任何匯兌部分於損益內確認。

(iii) 綜合賬目時換算

所用功能貨幣與本公司呈列貨幣不同的所有本集團旗下各實體的業績及財務狀況均按下列方式換算為本公司的呈列貨幣：

- 各財務狀況表所列資產及負債均於該財務狀況表日期按收市匯率換算；
- 各損益及其他全面收益表的收入及開支均按期內平均匯率換算(除非該平均數並非交易日期的現行匯率累計影響的合理約數，則在此情況下收入及開支按交易日期的匯率換算)；及
- 所有產生的匯兌差額均確認為其他全面收益並在外幣換算儲備中累計。

綜合入賬時，因換算海外實體投資淨額的貨幣項目產生的匯兌差額於其他全面收益確認及累計於外幣換算儲備。當出售海外業務時，有關的匯兌差額於綜合損益中重新分類為出售收益或虧損的一部分。

於收購海外實體產生之商譽及公平值調整被視為海外實體的資產及負債，並按收市匯率換算。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(d) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in the profit or loss during the period in which they are incurred.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal annual rates used for this purpose are as follows:

Furniture and fixtures	20%
Biometric identification devices	20%
Motor vehicles	30%
Computer equipment	20%
Leasehold improvement	20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss in the year in which the item is derecognised.

4. 重大會計政策資料(續)

(d) 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。物業、廠房及設備項目之成本值包括其購買價及促使該資產達至其擬定用途之營運狀況及地點之任何直接應佔成本。

僅當與項目相關的未來經濟利益將會流入本集團，且項目的成本能夠可靠計量時，其後成本方會計入資產賬面值或確認為一項獨立資產(倘適用)。所有其他維修及保養成本於其產生的期間在損益內確認。

物業、廠房及設備折舊乃於其估計可使用年期按足以撇銷其成本減剩餘價值的比率以直線法計算。就此所採用之主要年率如下：

傢俬及裝置	20%
生物特徵識別裝置	20%
汽車	30%
電腦設備	20%
租賃裝修	20%

剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及作出調整(如適用)，而任何估計變動的影響則依據前瞻基準入賬。

物業、廠房及設備項目於出售時或預期繼續使用有關資產不會產生未來經濟利益時終止確認。因出售物業、廠房及設備而產生之收益或虧損為出售所得款項淨額與相關資產賬面值之間的差額，並於有關項目終止確認的年度於損益內確認。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(e) Intangible assets (other than goodwill)

Intangible assets acquired are measured on initial recognition at cost. The useful lives of intangible assets are assessed to be whether finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred. With respect to staff costs incurred directly attributable to solution service income, it will be regarded as cost of sales and charged to profit or loss of the Group accordingly.

Software development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five years, commencing from the date when the software are put into commercial production.

4. 重大會計政策資料(續)

(e) 無形資產(商譽除外)

購入的無形資產於初步確認時按成本計量。無形資產的可使用年期評估為有限或無限。年期有限的無形資產隨後於可使用經濟年年期內攤銷，並評估是否有跡象顯示無形資產可能出現減值。可使用年期有限的無形資產的攤銷年期及攤銷方法於各報告期末檢討。

研發新產品項目所產生的開支只會在本集團能夠顯示其在技術上能夠完成無形資產以能供使用或出售、打算完成資產並能夠加以使用或將之出售、資產如何產生未來經濟利益、有足夠資源以完成項目並且有能力可靠地計算發展期間的開支的情況下，才會撥作資本及遞延。倘未能符合以上準則，產品研發開支會在產生時支銷。就解決方案服務直接產生的員工成本而言，其將被視為銷售成本，並據此計入本集團的損益。

軟件開發成本按成本減任何減值虧損列賬，並以直線法在相關產品不超過其經濟可用年期的五年(自其投產日期起計)內攤銷。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(f) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets, which for the Group are primarily office premises. When the Group enters into a lease in respect of low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. Lease payments to be made under reasonably certain extension options are also included in the measurement of the lease liability. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

4. 重大會計政策資料(續)

(f) 租賃

於合約開始時，本集團會評估該合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。倘客戶有權指示已識別資產的使用及從該使用中獲得絕大部分經濟利益，則表示擁有控制權。

本集團作為承租人

倘合約包含租賃部分及非租賃部分，則本集團選擇不區分非租賃部分，並就所有租賃將各租賃部分及任何相關的非租賃部分入賬列為單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或以下的短期租賃及低價值資產（就本集團而言主要為辦公場所）租賃則除外。當本集團就低價值資產訂立租賃，則本集團決定是否按個別租賃基準將租賃資本化。與該等尚未資本化的租賃有關的租賃付款於租賃期內按系統化基準確認為開支。

倘租賃已資本化，則租賃負債初步於租賃期內按應付租賃付款的現值確認，並使用租賃中隱含的利率進行貼現，或倘該利率無法輕易釐定，則使用相關增量借貸利率。將於合理確定的延期選項下作出的租賃付款亦包括在租賃負債的計量中。於初步確認後，租賃負債按攤銷成本計量，而利息開支則使用實際利率法計算。不取決於指數或利率的可變租賃付款並不計入租賃負債的計量，故於其產生的會計期間自損益扣除。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(f) Leases (continued)

The Group as a lessee (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the group entities, which do not have recent third-party financing, and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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

4. 重大會計政策資料(續)

(f) 租賃(續)

本集團作為承租人(續)

為釐定增量借貸利率，本集團：

- 於可能的情況下，使用個人承租人最近收到的第三方融資作為起點，並進行調整以反映自收到第三方融資以來融資條件的變動
- 對於集團實體所持近期並無第三方融資的租賃，採用建立法，以按信貸風險調整的無風險利率為起點，及
- 對租賃作出具體調整，如期限、國家、貨幣及安全。

如個別承租人可(透過最近融資或市場數據)得到輕易可觀察的攤銷貸款利率(具有與租賃類似的支付情況)，集團實體將該利率用作起點，以釐定增量借貸利率。

於租賃資本化時確認的使用權資產初步按成本計量，當中包括租賃負債的初步金額加任何於開始日期或之前作出的租賃付款及所產生的任何初步直接成本。在適用的情況下，使用權資產成本亦包括拆卸及移除相關資產或將相關資產或相關資產所在地復原的成本估計，按其現值貼現並扣減任何已收租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬。

本集團合理確定於租賃期結束時獲得相關租賃資產擁有權的使用權資產自開始日期起至可使用年期結束止計提折舊。否則，使用權資產於其估計可使用年期及租賃期兩者中的較短者按直線法計提折舊。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(f) Leases (continued)

The Group as a lessee (continued)

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("**Lease Modification**") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

4. 重大會計政策資料(續)

(f) 租賃(續)

本集團作為承租人(續)

香港財務報告準則第9號項下入賬的可退回租賃按金初步按公平值計量。初步確認公平值調整被視為額外租賃付款，而計入使用權資產成本。

倘未來租賃付款因指數或利率變動而出現變動，或本集團剩餘價值擔保項下預期應付的金額估計出現變動，或因重新評估本集團是否將合理確定行使購買、延長或終止選擇權而產生變動，則重新計量租賃負債。倘租賃負債以此方式重新計量，則對使用權資產的賬面值作出相應調整，或倘使用權資產的賬面值已調減至零，則於損益內列賬。

當租賃範疇發生變化或租賃合同原先並無規定的租賃代價發生變化(「租賃修改」)，且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在該等情況，租賃負債根據經修訂的租賃付款和租賃期限，使用經修訂的貼現率在修改生效日重新計量。

本集團作為出租人

當本集團作為出租人時，本集團於租賃開始時釐定每項租賃是融資租賃還是經營租賃。倘租賃將相關資產所有權相關之絕大部分風險及回報轉讓歸承租人所有，則分類為融資租賃，否則，租賃分類為經營租賃。

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財務報表附註

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis and comprise all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale. When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised in the profit or loss in the period of write-down or loss occurs. The amount of any reversal of any write-down of inventories recognised as an increment in the amount of inventories and recognised in the profit or loss in the period in which the reversal occurs.

(h) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised.

(i) Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group entity becomes a party to the contractual provisions of the instrument.

4. 重大會計政策資料(續)

(g) 存貨

存貨乃按成本與可變現淨值之較低者入賬。成本採用先入先出基準釐定並包括所有購入成本及(如適用)轉換成本以及其他致使存貨能達到目前位置及狀況之成本。可變現淨值為在日常業務過程中的估計售價減去直至完工的估計成本及為完成銷售所需的估計成本，包括直接用作銷售的增量成本及本集團進行銷售時必須產生的非增量成本。當存貨售出時，該等存貨的賬面值於確認有關收益期間支銷。將存貨撇減至可變現淨值的金額及存貨的所有虧損於撇減或虧損發生期間於損益內確認。任何存貨撇減的撥回金額乃於發生撥回期間在損益內確認為存貨金額增加。

(h) 合約負債

倘客戶於本集團確認相關收益之前支付代價，即確認合約負債。倘本集團擁有無條件權利可於本集團確認相關收益之前收取代價，亦將確認合約負債。在此情況下，亦將確認相應的應收款項。

(i) 確認及終止確認金融工具

金融資產及金融負債於本集團實體成為工具合約條文之訂約方時在綜合財務狀況表確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) Recognition and derecognition of financial instruments (continued)

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss ("FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

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

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

4. 重大會計政策資料(續)

(i) 確認及終止確認金融工具(續)

金融資產及金融負債初步按公平值計量。於初步確認時，金融資產或金融負債之公平值會加上或減去(視情況而定)因收購或發行金融資產及金融負債(按公平值計入損益(「按公平值計入損益」)的金融資產及金融負債除外)而直接產生的交易成本。因收購按公平值計入損益的金融資產或金融負債而直接產生的交易成本會即時於損益確認。

本集團僅在自資產收取現金流量的合約權利屆滿，或於其轉讓金融資產而資產擁有權的絕大部分風險及回報轉移至另一實體時，方會終止確認該金融資產。倘本集團並無轉讓或保留擁有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認其資產的保留權益及其可能須支付的金額的相關負債。倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產，亦會確認已收所得款項的有抵押借款。

本集團乃於及僅於本集團之責任獲解除、註銷或到期時終止確認金融負債。已終止確認的金融負債賬面值與已付及應付代價(包括已轉移之任何非現金資產或承擔之負債)之間的差額於損益確認。

當有法定可執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在財務狀況表報告其淨額。法定可執行權利不得依賴未來事件而定，而在一般業務過程中以及倘公司或對手方一旦出現違約、無償債能力或破產時亦必須可強制執行。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(i) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- Fair value through other comprehensive income (“**FVTOCI**”) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses (“**ECL**”), interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 重大會計政策資料(續)

(i) 金融資產

金融資產的所有常規買賣按交易日期基準確認及終止確認。常規買賣指須按市場規定或慣例所定時限內交付資產的金融資產買賣。視乎金融資產的分類，所有已確認金融資產其後按攤銷成本或公平值作整體計量。

債務工具

本集團持有的債務工具分類為以下計量類別之一：

- 攤銷成本，如持有投資是為了收取合約現金流量(即僅支付本金及利息)。投資的利息收入乃採用實際利率法計算。
- 按公平值計入其他全面收益(「**按公平值計入其他全面收益**」) — 可劃轉，倘投資的合約現金流量僅包括本金及利息付款，並且持作投資的目的為同時收回合約現金流量及出售的業務模式。公平值的變動於其他全面收益內確認，惟預期信貸虧損(「**預期信貸虧損**」)、利息收入(採用實際利率法計算)及匯兌收益及虧損於損益內確認。當終止確認該投資時，於其他全面收益內累計的金額由權益轉入損益。
- 按公平值計入損益，倘該投資不符合按攤銷成本或按公平值計入其他全面收益(可劃轉)計量的標準。該投資的公平值變動(包括利息)於損益內確認。

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財務報表附註

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(j) Financial assets (continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(k) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less allowance for credit loss.

4. 重大會計政策資料(續)

(j) 金融資產(續)

股權投資

於股本證券的投資分類為按公平值計入損益，除非股權投資並非持作交易用途，且本集團於初步確認投資時選擇將投資指定為按公平值計入其他全面收益(不可劃轉)，致使公平值其後變動於其他全面收益內確認。該等選擇按個別工具基準作出，惟僅當發行人認為投資符合權益定義的情況下方可作出。倘作出有關選擇，則於其他全面收益內累計的金額仍將保留於公平值儲備(不可劃轉)，直至出售投資為止。於出售時，於公平值儲備(不可劃轉)內累計的金額轉入保留盈利，且不會轉入損益。股本證券投資所得股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)於損益內確認為其他收入。

(k) 貿易及其他應收款項

應收款項於本集團具有無條件權利收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘收益在本集團具有無條件權利收取代價前經已確認，則金額呈列為合約資產。

貿易及其他應收款項初步按公平值確認，其後按實際利率法以攤銷成本扣除信貸虧損撥備計量。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flow. Cash and cash equivalents are assessed for ECL.

(m) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(n) Trade and other payables

Trade and other payables are stated initially at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

(o) Equity instruments

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

(p) Revenue recognition and other income

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

4. 重大會計政策資料(續)

(l) 現金及現金等價物

現金及現金等價物包括銀行現金及手頭現金、銀行及其他金融機構的活期存款，以及購入時於三個月內到期可隨時兌換為已知金額及存在非重大價值變動風險的短期高流通性投資。須按要求償還並構成本集團現金管理的整體一部分的銀行透支亦於綜合現金流量表入賬列作現金及現金等價物部分。現金及現金等價物的預期信貸虧損已予以評估。

(m) 金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排的內容及香港財務報告準則項下金融負債和權益工具的定義分類。權益工具乃證明於經扣除其所有負債後顯示本集團資產的剩餘權益的任何合約。下文載列就特定金融負債及權益工具採納的會計政策。

(n) 貿易及其他應付款項

貿易及其他應付款項初步按公平值列賬，其後採用實際利率法按攤銷成本計量，除非貼現影響甚微，於此情況下，則以成本列賬。

(o) 權益工具

權益工具為證明某一實體資產的剩餘權益(扣減其所有負債後)的任何合約。本公司所發行的權益工具按已收所得款項扣除直接發行成本入賬。

(p) 收益確認及其他收入

收益於商品或服務的控制權轉移予客戶時確認，金額為本集團預期有權收取的承諾代價，不包括代第三方收取的金額。收益不含增值稅或其他銷售稅，且已扣減任何買賣折扣。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(p) Revenue recognition and other income (continued)

Revenue from the sale of biometric identification devices, security products and other accessories is recognised when control of the goods has transferred, being when the goods have been delivered to the buyer's specific location (delivery). Under the Group's standard contract terms, customers are entitled to a one-year maintenance. At the point of sale, a contract liability and corresponding adjustment to revenue is recognised, representing the unfulfilled performance obligation of the maintenance services. The contract liability would be recognised as income on a straight-line basis over the warranty period.

Revenue from provision of solution, installation and other services are recognised when the relevant services are rendered and delivered to customers.

Revenue from maintenance services are recognised on a straight-basis over the term of the maintenance period.

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

(q) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

4. 重大會計政策資料(續)

(p) 收益確認及其他收入(續)

銷售生物特徵識別裝置、保安產品及其他配件所得收益於商品控制權轉移時(即商品已交付至買方的特定地點(交付))確認。根據本集團的標準合約條款，客戶享有一年免費維護服務。在銷售時，確認合約負債及收益的相應調整，即維護服務的未履行履約責任。合約負債於保修期內按直線法確認為收入。

提供解決方案、安裝及其他服務所得收益於提供相關服務及向客戶交付相關服務時確認。

維護服務所得收益於維護期內按直線法確認。

利息收入於產生時以實際利率法確認。就按攤銷成本或按公平值計入其他全面收益(可劃轉)計量且並無出現信貸減值的金融資產而言，實際利率適用於該資產的賬面總值。就出現信貸減值的金融資產而言，實際利率應用於該資產的攤銷成本(即扣除虧損撥備的賬面總值)。

(q) 僱員福利

(i) 僱員應享假期

僱員的年假及長期服務假期於僱員應享有時予以確認。截至報告期末，僱員所提供的服務而產生的年假及長期服務假期的估計負債已計提撥備。

僱員的病假及產假於僱員休假時方會確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(q) Employee benefits (continued)

(ii) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (“**MPF Scheme**”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme in Hong Kong. Contributions are made based on 5% of the employees’ relevant income, subject to a ceiling of monthly relevant income of HK\$30,000 and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offsetted as a deemed employee contribution towards the LSP obligation in term of HKAS 19 paragraph 93(a) and it is measured on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group’s MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

4. 重大會計政策資料(續)

(q) 僱員福利(續)

(ii) 退休金責任

本集團根據香港強制性公積金計劃條例為香港的合資格參加強積金計劃的僱員運作界定供款強制性公積金退休福利計劃(「**強積金計劃**」)。供款按僱員相關收入的5%作出，惟受每月相關收入上限為30,000港元規限，並根據強積金計劃規則於應付時計入損益。強積金計劃的資產以獨立管理的基金與本集團的資產分開持有。本集團的僱主供款於按照強積金計劃作出供款後，悉數歸屬僱員。

就長期服務金義務而言，本集團根據香港會計準則第19號第93(a)段將預期以視作僱員就長期服務金義務作出的供款的方式抵銷的強積金供款入賬，並按淨額基準計量。估計未來福利金額在扣除本集團強積金供款所產生歸屬僱員的累算福利產生的負服務成本後釐定，有關供款被視為相關僱員的供款。

(iii) 離職福利

離職福利於本集團再無能力撇銷提供該等福利時或本集團確認重組成本並涉及支付離職福利時(以較早者為準)確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(r) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(s) Government grants

Government grants are recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

4. 重大會計政策資料(續)

(r) 借款成本

直接用作購入、建造或生產合資格資產(即需要相當長期間以達致其擬定用途或銷售的資產)的借款成本會資本化作為該等資產的部分成本,直至資產大致準備妥當以用作其擬定用途或銷售。特定用於合資格資產的借款在其尚未支銷時用作短暫投資所賺取的投資收入,乃於合資格資本化的借款成本內扣除。

倘一般性借入資金用於獲取一項合資格資產,合資格資本化的借款成本金額乃按該資產支銷的資本化率釐定。資本化率為適用於本集團於期內未償還借款的加權平均借款成本,不包括為取得合資格資產而專門借入的借款。

所有其他借款成本均於產生期間於損益內確認。

(s) 政府補助

當有合理保證本集團將遵守其所附條件且將收到該政府補助時,將確認政府補助。

補償本集團已產生費用的補助在費用產生的同時按系統基準在損益內確認為收入。

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For the year ended 31 March 2024
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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

4. 重大會計政策資料(續)

(t) 稅項

所得稅指即期稅項及遞延稅項之總額。

即期應付稅項乃根據年內之應課稅溢利計算。應課稅溢利與於損益內確認的溢利有所不同，乃由於其不包括其他年度的應課稅或可扣減收入或開支項目，且其亦不包括毋須課稅或不可扣減項目。本集團有關即期稅項之負債乃採用於報告期末已實行或實質已實行之稅率計算。

遞延稅項乃指在綜合財務報表內資產及負債之賬面值與採用應課稅溢利計算之相應稅基之差額。遞延稅項負債一般按所有應課稅暫時差額確認入賬，而遞延稅項資產則會在預期應課稅溢利可供作抵銷可予扣減暫時差額、未動用稅項虧損或未動用稅項抵免時確認入賬。倘暫時差額乃因商譽或首次確認不影響應課稅溢利或會計溢利之交易(業務合併除外)中之其他資產及負債而產生，則不會確認有關資產及負債。

於附屬公司之投資而產生之應課稅暫時差額確認為遞延稅項負債，惟倘本集團可控制暫時差額之撥回，並預期該暫時差額將不會在可見將來撥回者除外。

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For the year ended 31 March 2024
截至2024年3月31日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(t) Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 重大會計政策資料(續)

(t) 稅項(續)

遞延稅項資產之賬面值乃於各報告期末進行檢討，並調低至預期將不可能有充裕之應課稅溢利以收回所有或部分資產。

遞延稅項乃根據於報告期末已實行或實質實行之稅率，按預期在負債償還或資產變現期間適用之稅率計算。遞延稅項乃自損益中確認，惟倘遞延稅項相關之項目於其他全面收益確認或直接於權益確認時，則在此情況下亦會於其他全面收益或直接於權益確認。

遞延稅項資產及負債之計量反映按照本集團預期於報告期末可收回或結算其資產及負債之賬面值而得出之稅務結果。

當存在法律上可強制執行權利以將即期稅項資產與即期稅項負債抵銷，並且當涉及與同一稅務機關所徵收之所得稅有關且本集團擬按淨額基準結算其即期稅項資產及負債時，則遞延稅項資產及負債可互相對銷。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(u) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the cash-generating unit to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the cash-generating unit.

Value in use is the present value of the estimated future cash flows of the asset/cash-generating unit. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/cash-generating unit whose impairment is being measured.

Impairment losses for cash-generating units are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the cash-generating unit. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 重大會計政策資料(續)

(u) 非金融資產減值

非金融資產的賬面值於各報告日進行檢討，以檢視是否有跡象發生減值，如果資產發生減值，則通過綜合損益表將其撇減至其估計可收回金額，撇減金額為開支。可收回金額按單項資產確認，除非該資產不能產生基本上獨立於其他資產或資產組所產生的現金流入。在這種情況下，可確定該資產所屬的現金產生單位的可收回金額。可收回金額為單項資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者。

使用價值是資產／現金產生單位的估計未來現金流量的現值。現值使用反映貨幣時間價值及資產／現金產生單位(已計量減值)特定風險的稅前折現率計算。

現金產生單位的減值虧損應當先分攤至單位中的商譽，再按比例分配攤至現金產生單位的其他資產。由於估計變動而導致的其後可收回金額增加按所撥回的減值額計入損益。

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財務報表附註

For the year ended 31 March 2024
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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) Impairment of financial assets

The Group recognises a loss allowance for ECL measured at amortised cost such as trade receivables. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重大會計政策資料(續)

(v) 金融資產減值

本集團就按攤銷成本計量的預期信貸虧損確認虧損撥備，例如貿易應收款項。預期信貸虧損的金額於各報告日期予以更新，以反映自初步確認各金融工具以來信貸風險的變動。

本集團一直為貿易應收款項確認全期預期信貸虧損。該等金融資產的預期信貸虧損乃使用本集團根據過往信貸虧損經驗計算的撥備矩陣進行估計，並就債務人的特定因素、整體經濟狀況及對於報告日期的現時狀況及預測動向的評估(於適用情況下包括貨幣的時間價值)作出調整。

就所有其他金融工具而言，倘自初步確認以來信貸風險已大幅增加，則本集團確認全期預期信貸虧損。然而，倘自初步確認以來金融工具的信貸風險並無大幅增加，則本集團按與12個月預期信貸虧損的等額計算有關金融工具的虧損撥備。

全期預期信貸虧損指於金融工具預期壽命內發生所有可能的違約事件而導致的預期信貸虧損。相反，12個月預期信貸虧損則指預期於報告日期後12個月內可能發生的金融工具違約事件而導致的部分全期預期信貸虧損。

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財務報表附註

For the year ended 31 March 2024
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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) Impairment of financial assets (continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

信貸風險顯著增加

為評估金融工具的信貸風險自初步確認後是否已顯著增加，本集團會將金融工具於報告日出現違約的風險與該金融工具於初步確認日期出現違約的風險比較。本集團進行評估時，會考慮合理及有依據的量化及質性資料，包括參考過往經驗及無須耗費不必要的成本或精力而取得的前瞻性資料。納入考量的前瞻性資料包括來自經濟專家報告、金融分析師、政府機構、相關智庫及其他類似機構所觀望本集團債務人所經營行業的未來前景，以及考慮與本集團主要業務相關的實際及預測經濟資料的不同外部來源。

具體而言，評估信貸風險是否自初步確認以來已顯著增加時會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期嚴重惡化；
- 具體金融工具的信貸風險的外部市場指標嚴重轉差；
- 業務、金融或經濟環境目前受到或預期出現不利影響，並預期使債務人的債務償還能力嚴重下降；
- 債務人的經營業績實際上或預期嚴重惡化；
- 有關相同債務人的其他金融工具的信貸風險顯著增加；
- 債務人面對的監管、經濟或技術環境在實際上或預計會發生重大不利變動，導致債務人的債務償還能力嚴重下降。

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For the year ended 31 March 2024
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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) Impairment of financial assets (continued)

Significant increase in credit risk (continued)

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

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) The financial instrument has a low risk of default,
- (ii) The debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) Adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

信貸風險顯著增加(續)

不論上述評估結果，本集團認為，當合約付款逾期超過30日，則自初步確認以來金融資產的信貸風險已顯著增加，除非本集團有合理及有依據的資料證明則當別論。

儘管如此，本集團假設倘若金融工具於報告日期確定為信貸風險較低，則自初步確認以來金融工具的信貸風險則尚未顯著增加。倘若出現以下情況，則金融工具可被確定為具有低信貸風險：

- (i) 金融工具的違約風險較低；
- (ii) 債務人於近期內履行合約現金流量責任的能力強；及
- (iii) 經濟及商業環境的不利影響從長遠來看，可能但不一定會降低借款人履行合約現金流量責任的能力。

本集團認為，倘金融資產具有按照環球理解定義的「投資級別」的外部信貸評級，則有關資產具有低信貸風險，或倘並無外部評級可用，則有關資產具有「良好」的內部評級。良好指對手方財務狀況強固，且並無逾期款項。

本集團定期監察用於識別信貸風險是否有顯著增加的標準的有效性，並對其作出適當修訂，以確保該標準能於款項逾期前識別信貸風險是否有顯著增加。

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財務報表附註

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) Impairment of financial assets (continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

Credit-impaired financial assets

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

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

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

違約的定義

本集團認為，就內部信貸風險管理而言，以下事件構成違約事件，因為過往經驗顯示符合以下任何標準之的應收款項一般無法收回。

- 對手方違反財務契諾時；或
- 內部產生或外部來源資料顯示，債務人很可能無法向債權人(包括本集團)悉數還款(不計及本集團所持有任何抵押品)。

不論上文分析，本集團認為，倘金融資產逾期超過90日，則違約已經發生，除非本集團擁有合理及有依據資料顯示一項更滯後的違約標準更為合適，則當別論。

出現信貸減值的金融資產

如一項或多項事件發生，導致金融資產的估計未來現金流量受到負面影響，則金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關以下事件的可觀察數據：

- 發行人或對手方出現嚴重財務困難；
- 違約，例如違約或拖欠事件；
- 對手方的貸款人因與對手方出現財務困難相關經濟或合約理由授予對手方貸款人一般不會另行考慮的寬免；
- 對手方很可能將會破產或進行財務重組；或
- 有關金融資產的活躍市場因財務困難而消失。

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財務報表附註

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) Impairment of financial assets (continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of 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 as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

撇銷政策

如有資料顯示債務人出現嚴重財務困難且並無實際收回可能性(包括債務人被清盤或已進入破產程序,或如屬貿易應收款項,有關款項逾期超過兩年(以較早發生者為準)),則本集團撇銷該金融資產。已撇銷金融資產仍可面臨本集團收回款項程序的強制執行活動,包括尋求法律意見(如適用)。任何收回款項於損益確認。

預期信貸虧損的計量及確認

預期信貸虧損的計量是違約概率、違約損失(即倘發生違約時的損失程度)及違約風險的函數。違約概率及違約損失的評估基於如上述前瞻性資料調整的過往數據。對於違約風險,就金融資產而言,指為於報告日期的資產賬面總值;就財務擔保合約而言,風險承擔包括於報告日期提取的金額,以及根據過往趨勢確定的預期將於未來違約日期提取的任何額外金額,本集團對未來特定融資需求了解債務人及其他相關的前瞻性資料。

就金融資產而言,預期信貸虧損以根據合約中應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額進行估算,並按初始實際利率貼現。

倘本集團已於過往報告期間就一項金融工具按與全期預期信貸虧損相等金額計算虧損撥備,惟於現行報告日期該金融工具不再符合全期預期信貸虧損的條件,則本集團於現行報告日期按與12個月預期信貸虧損相等金額計算虧損撥備,惟使用簡化法的資產除外。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

(v) Impairment of financial assets (continued)

Measurement and recognition of ECL (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(x) Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

預期信貸虧損的計量及確認(續)

本集團就所有金融工具於損益確認減值收益或虧損，並透過虧損撥備賬對其賬面值進行相應調整。

(w) 撥備及或然負債

當本集團因已發生的事件須承擔現有之法律或推定責任，而解除責任時有可能導致經濟利益流出時，並能可靠估計責任金額的情況下，須對該等在時間或金額之不確定負債確認撥備。倘金額之時間價值為重要因素，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。用於釐定現值的貼現率為稅前利率，反映當前市場對貨幣時間價值的評估及負債的具體風險。因時間推移而增加的撥備獲確認為利息開支。

倘經濟利益流出的機會不大，或其金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能承擔之責任，即是否出現將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則該等責任亦披露為或然負債。

(x) 報告期間後事項

為本集團於報告期末之狀況提供額外資料或顯示持續經營假設並不適合之報告期間後事項均屬於調整事項，並於綜合財務報表內反映。並非調整事項之重大報告期間後事項則於綜合財務報表附註中披露。

5. 關鍵判斷及主要估計

誠如附註4所述，於應用本集團的會計政策時，本公司董事須就不易於其他來源顯示的資產及負債賬面值作出判斷、估計及假設。該等估計及有關假設乃基於過往經驗及其他相關因素。實際業績可能與該等估計不同。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

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.

(a) Critical judgements in applying accounting policies

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

Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the controlling shareholder at a level sufficient to finance the working capital requirements of the Group. Details are explained in note 2 to the consolidated financial statements.

(b) Key sources of estimation uncertainty

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

- (i) *Impairment loss for property, plant and equipment, right-of-use assets and intangible assets (other than goodwill)*
Property, plant and equipment, right-of-use assets and intangible assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

5. 關鍵判斷及主要估計(續)

該等估計及有關假設獲持續檢討。如修訂僅影響修訂估計期間，會計估計修訂於該期間確認，或如修訂影響本期間及未來期間，則於修訂期間及未來期間確認。

(a) 應用會計政策的關鍵判斷

以下是本公司董事於應用本集團會計政策過程中所作出的關鍵判斷(不包括涉及估計的判斷，見下文)，而該等判斷對綜合財務報表中確認的金額有最重大影響。

持續經營基礎

此等綜合財務報表乃按持續經營基準編製，其有效性取決於控股股東提供足夠的財務支持以應付本集團的營運資金需求。詳情載於綜合財務報表附註2。

(b) 估計不確定因素的主要來源

下文討論有關未來的主要假設及於報告期末的其他估計不確定因素的主要來源，而該等假設及估計不確定因素存在導致下一財政年度的資產及負債賬面值須作出重大調整的重大風險。

- (i) *物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值虧損*
物業、廠房及設備、使用權資產及無形資產按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時，本集團須進行判斷及估計，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支持，如為使用價值，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)。當無法估計個別資產的可收回金額時，本集團估計資產所屬現金產生單位的可收回金額。更改假設及估計，包括於現金流量預測內的貼現率或增長率，均可能嚴重影響減值測試所採用淨現值。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(b) Key sources of estimation uncertainty (continued)

(i) *Impairment loss for property, plant and equipment, right-of-use assets and intangible assets (other than goodwill) (continued)*

The carrying amount of property, plant and equipment as at 31 March 2024 was approximately HK\$426,000 (2023: HK\$556,000). Right-of-use assets and intangible assets were fully impaired at 31 March 2024 and 2023.

During the year, impairment for property, plant and equipment and right-of-use assets of approximately HK\$258,000 (2023: HK\$742,000) and HK\$2,953,000 (2023: HK\$4,601,000) were charged to profit or loss respectively.

(ii) *Allowance for inventories*

Allowance for inventories is made based on the ageing, change in the market conditions and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

As at 31 March 2024, the carrying amount of inventories was approximately HK\$21,334,000 (2023: HK\$22,535,000).

During the year, allowance for inventories of approximately HK\$272,000 (2023: HK\$1,884,000) was charged to profit or loss.

5. 關鍵判斷及主要估計(續)

(b) 估計不確定因素的主要來源(續)

(i) *物業、廠房及設備、使用權資產及無形資產(商譽除外)的減值虧損(續)*

於2024年3月31日，物業、廠房及設備的賬面值約為426,000港元(2023年：556,000港元)。使用權資產及無形資產於2024年及2023年3月31日悉數減值。

年內，物業、廠房及設備以及使用權資產減值分別約258,000港元(2023年：742,000港元)及2,953,000港元(2023年：4,601,000港元)已自損益扣除。

(ii) *存貨撥備*

存貨撥備乃基於賬齡、市況變動及存貨的估計可變現淨值作出。評估撥備金額涉及判斷及估計。倘日後實際結果與原有估計不同，有關差異將影響發生有關估計變更的期內存貨及撥備扣減/撥回之賬面值。

於2024年3月31日，存貨的賬面值約為21,334,000港元(2023年：22,535,000港元)。

年內，存貨撥備約272,000港元(2023年：1,884,000港元)已自損益扣除。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (continued)

(b) Key sources of estimation uncertainty (continued)

(iii) Impairment of trade receivables

The management of the Group estimates the amount of impairment loss of trade receivables under ECL model based on the credit risk of trade receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 31 March 2024, the carrying amount of trade receivables was approximately HK\$16,624,000 (2023: HK\$10,580,000), net of allowance for impairment under ECL of approximately HK\$835,000 (2023: HK\$697,000).

(iv) Actuarial assumptions on defined benefit retirement plans

Accounting for defined benefit plans may be complex because actuarial assumptions are required to measure the obligation and the expense, with the possibility that actual results differ from the assumed results. These differences are known as actuarial gains and losses. Defined benefit obligations are measured using the Projected Unit Credit Method (PUCM), according to which the Group has to make a reliable estimate of the amount of benefits earned in return for services rendered in current and prior periods, using actuarial techniques. In addition, in cases where defined benefit plans are funded, the Group has to estimate the fair value of plan assets. As a result, the use of the PUCM involves a number of actuarial assumptions. These assumptions include demographic assumptions such as mortality, turnover and retirement age and financial assumptions such as discount rates, salary and benefit levels. Such assumptions are subject to judgements and may develop materially differently than expected and therefore may result in significant impacts on defined benefit obligations.

The carrying amount of retirement benefit obligations as at 31 March 2024 was HK\$313,000.

5. 關鍵判斷及主要估計(續)

(b) 估計不確定因素的主要來源(續)

(iii) 貿易應收款項減值

本集團管理層乃根據貿易應收款項的信貨風險估計預期信貸虧損模式下貿易應收款項的減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量計量，並按初步確認時釐定的實際利率貼現。倘未來現金流量少於預期，或因事實及情況變動而需下調，則可能產生重大減值虧損。

於2024年3月31日，貿易應收款項賬面值約為16,624,000港元(2023年：10,580,000港元，經扣除預期信貸虧損的減值撥備約835,000港元(2023年：697,000港元))。

(iv) 針對界定福利退休計劃的精算假設

界定福利計劃的會計處理可能較為複雜，因為需要精算假設來衡量義務和開支，實際結果可能與假設結果有所不同。這些差異被稱為精算收益及虧損。界定福利責任按預計單位信貸法(PUCM)計量，根據該方法，本集團必須使用精算技術對當前及過往期間提供服務所賺取的福利金額作出可靠估計。此外，若界定福利計劃有資金撥付，本集團需估計計劃資產的公平值。因此，使用PUCM涉及多項精算假設。這些假設包括人口統計假設，例如死亡率、流動率及退休年齡，以及財務假設，例如折現率、薪酬及福利水準。此等假設受判斷影響，可能會與預期有重大差異，從而對界定福利責任造成重大影響。

於2024年3月31日，退休福利義務的賬面值為313,000港元。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, interest rate risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The functional currency of the Group's entities are principally denominated in HK\$, Renminbi ("RMB"), Macau Pataca ("MOP") and Great British Pound ("GBP"). The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of respective Group's entities such as United States dollars ("US\$"), European dollars ("EURO") and RMB.

The directors of the Company are of the opinion that the risk of movements in exchange rates between HK\$ and US\$, and HK\$ and MOP to be insignificant since the HK\$ is pegged against the US\$ and MOP is pegged against HK\$. Accordingly, no sensitivity analysis is performed on the movements in exchange rates between HK\$ and US\$; and HK\$ and MOP. The management is of the view that the effect of foreign rate measurement between HK\$ and EURO would be insignificant. Whilst, the sensitivity analysis of the Group's foreign currency risk exposure in respect of RMB is set out below:

		Functional currency strengthened/ (weakened) by 功能貨幣 升值/(貶值)	Increase/ (decrease) in consolidated loss after tax 除稅後綜合虧損 增加/(減少)
			HK\$'000 千港元
Year ended 31 March 2023	截至2023年3月31日止年度	5%/(5%)	18/(18) ^(Note) (附註)
Year ended 31 March 2024	截至2024年3月31日止年度	5%/(5%)	36/(36)^(Note)(附註)

Note: This is mainly a result of foreign exchange gain/(loss) on bank deposits, trade and other receivables, trade and other payables denominated in RMB.

The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

6. 財務風險管理

本集團的業務須承受多項財務風險：外幣風險、信貸風險、利率風險及流動資金風險。本集團的整體風險管理計劃專注於金融市場的不可預測性，旨在盡可能減低對本集團財務表現構成的潛在不利影響。

(a) 外幣風險

本集團各實體的功能貨幣主要以港元、人民幣(「人民幣」)、澳門幣(「澳門幣」)及英鎊(「英鎊」)計值。由於本集團的部分業務交易、資產及負債乃以本集團實體各自的功能貨幣以外的貨幣(如美元(「美元」)、歐元(「歐元」)及人民幣)為單位，故本集團須面對若干外幣風險。

本公司董事認為，由於港元與美元掛鈎，而澳門幣與港元掛鈎，港元兌美元及港元兌澳門幣的匯率變動風險甚微。因此，並無對港元兌美元及港元兌澳門幣的匯率變動進行敏感度分析。管理層認為，港幣與歐元之間匯率計量的影響並不重大。然而，本集團就人民幣面對的外幣風險的敏感度分析載列如下：

		Functional currency strengthened/ (weakened) by 功能貨幣 升值/(貶值)	Increase/ (decrease) in consolidated loss after tax 除稅後綜合虧損 增加/(減少)
			HK\$'000 千港元
Year ended 31 March 2023	截至2023年3月31日止年度	5%/(5%)	18/(18) ^(Note) (附註)
Year ended 31 March 2024	截至2024年3月31日止年度	5%/(5%)	36/(36)^(Note)(附註)

附註：此乃主要由於以人民幣計值的銀行存款、貿易及其他應收款項以及貿易及其他應付款項所產生的匯兌收益/(虧損)。

本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。本集團密切監察其外幣風險，並於有需要時考慮對沖重大外幣風險。

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6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. The Company's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Company considers to have low credit risk.

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 90 days from the date of billing. Debtors with balances that are more than 1 month past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral or other credit enhancements from customers.

The Group has limited concentration of credit risk as it has a large number of customers.

The Group does not provide any guarantees which would expose the Group to credit risk.

The Group measures loss allowances for trade receivable at an amount equal to lifetime ECL, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

6. 財務風險管理(續)

(b) 信貸風險

信貸風險指交易對手未能履行其於金融工具或客戶合約項下的責任而導致本集團財務損失的風險。本集團的信貸風險源自經營活動(主要為貿易應收款項)及源自金融活動,包括銀行存款、外匯交易及其他金融工具。本公司所面對銀行及現金結餘產生之信貸風險有限,原因是交易對手獲國際信貸評級機構評定高信貸評級的銀行及金融機構,本公司對此認為信貸風險為低。

貿易應收款項

各業務單位在本集團既有關於客戶信貸風險管理的政策、程序及監控規限下,管理客戶信貸風險。所有超出若干信貸金額的客戶需要進行個別信貸評估。該等評估集中於客戶過往到期付款的記錄及現時的付款能力,並考慮客戶特有的資料以及客戶營運所在經濟環境的相關資料。貿易應收款項由發票日期起計30至90天內到期。結餘已逾期一個月以上的債務人須清償所有未償還結餘後方可再獲授任何信貸。一般而言,本集團不會要求客戶交出抵押品或其他信貸保證。

由於擁有大量客戶,本集團的信貸風險集中程度有限。

本集團並無任何會使本集團面臨信貸風險的擔保。

本集團按相當於全期預期信貸虧損的金額計量貿易應收款項的虧損撥備,有關金額採用撥備矩陣計算。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式存在重大差別,故本集團並無進一步區分其不同客戶群之間按逾期狀況釐定的虧損撥備。

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6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables as at 31 March 2024:

		2024 2024年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.7%	4,491	30
1-90 days past due	逾期1至90日	0.8%	7,318	60
91-180 days past due	逾期91至180日	4.1%	2,607	107
More than 180 days past due	逾期超過180日	21.0%	3,043	638
			17,459	835
		2023 2023年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.3%	4,632	12
1-90 days past due	逾期1至90日	0.4%	1,725	7
91-180 days past due	逾期91至180日	3.2%	967	31
More than 180 days past due	逾期超過180日	16.4%	3,953	647
			11,277	697

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and adjusted for forward-looking information that is available without undue cost or effort.

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項(續)

下表提供於2024年3月31日的本集團貿易應收款項信貸風險及預期信貸虧損資料：

估計虧損率乃基於過往於債務人預期壽命內所觀察的違約率估計及經毋須耗費不必要的成本或精力而取得的前瞻性資料修訂。

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財務報表附註

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6. FINANCIAL RISK MANAGEMENT (continued)

(b) Credit risk (continued)

Trade receivables (continued)

Movements in the loss allowance for trade receivables during the year are as follows:

At 1 April	於4月1日
Impairment losses recognised for the year	年內確認減值虧損
At 31 March	於3月31日

Other receivables and deposits

For other receivables and deposits, the directors of the Company make periodic individual assessment on the ECL of these balances based on historical settlement records, past experience, and also qualitative and quantify the information that is reasonable and supportive forward-looking information and concluded that there were no significant increase in credit risk since initial recognition and therefore, the Group assessed the ECL to be immaterial.

(c) Interest rate risk

The Group's lease liabilities bear interests at fixed interest rates and therefore are subject to fair value interest rate risk.

The Group's exposure to interest-rate risk arises from its bank deposits. These bank deposits bear interests at floating rates varied with the then prevailing market condition.

Except as stated above, the Group does not have other significant interest-bearing assets and liabilities at the end of reporting period, its income and operating cash flows are substantially independent of changes in market interest rates.

At the end of reporting period, the Group assess the exposure to cash flow interest rate risk to be insignificant and thus no sensitivity analysis is presented.

6. 財務風險管理(續)

(b) 信貸風險(續)

貿易應收款項(續)

年內貿易應收款項虧損撥備變動如下：

2024	2023
2024年	2023年
HK\$'000	HK\$'000
千港元	千港元
697	601
138	96
835	697

其他應收款及按金

就其他應收款項及按金而言，本公司董事根據歷史結算記錄、過往經驗，對該等餘額的預期信貸虧損進行定期個別評估，及對合理及支持前瞻性資料的資料進行定性和量化，得出結論，自初始確認以來信貸風險並無顯著增加，因此，本集團評估預期信貸虧損並不重大。

(c) 利率風險

本集團的租賃負債按固定利率計息，因此面臨公平值利率風險。

本集團面臨的利率風險來自銀行存款。該等銀行存款按隨當時現行市況變化的浮動利率計息。

除上述者外，本集團於報告期末並無其他重大計息資產及負債，其收入及經營現金流量大致上獨立於市場利率的變動。

於報告期末，本集團評估所面臨的現金流量利率風險並不重大，因此未呈列敏感性分析。

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6. FINANCIAL RISK MANAGEMENT (continued)

(d) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay.

The maturity analysis of the Group's financial liabilities based on contractual undiscounted cash flow is as follows:

6. 財務風險管理(續)

(d) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需要，以確保其維持足以應付短期及較長期流動資金需求的現金儲備。

下表顯示本集團金融負債於各報告期末的餘下合約到期情況，乃基於未貼現現金流量(包括按合約利率或(倘浮動)按報告日期即期利率計算的利息付款)及本集團可被要求支付的最早日期作出。

基於合約未貼現現金流量的本集團金融負債到期分析如下：

		On demand	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years
		按要求	少於1年	1至2年	2至5年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 March 2024	於2024年3月31日				
Trade payables	貿易應付款項	-	4,730	-	-
Other payables and accrued expenses	其他應付款項及應計費用	-	4,307	-	-
Lease liabilities	租賃負債	-	3,657	1,488	-
At 31 March 2023	於2023年3月31日				
Trade payables	貿易應付款項	-	2,384	-	-
Other payables and accrued expenses	其他應付款項及應計費用	-	5,138	-	-
Lease liabilities	租賃負債	-	2,224	1,338	720

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6. FINANCIAL RISK MANAGEMENT (continued)

(e) Categories of financial instruments at 31 March

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised costs	按攤銷成本列賬的金融資產	21,537	29,966
Financial liabilities:	金融負債：		
Financial liabilities at amortised costs	按攤銷成本列賬的金融負債	9,037	7,522

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) 公平值

本集團的金融資產及金融負債於綜合財務狀況表反映的賬面值與其各自的公平值相若。

7. SEGMENT INFORMATION

The Group has two reportable segments as follows:

- Sales of biometrics identification devices, security products and other accessories
- Provision of auxiliary and other services includes (i) maintenance, installation and solution services; and (ii) software licensing.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include other income, finance costs, unallocated costs, which comprise selling and distribution expenses, corporate administrative and other operating expenses, impairment loss of trade receivables and income tax expense.

Segment assets and liabilities are not presented in the consolidated financial statements as they are not regularly reviewed by the Group's directors.

7. 分部資料

本集團的兩個可呈報分部如下：

- 銷售生物特徵識別裝置、保安產品及其他配件
- 提供配套及其他服務，包括(i)維護、安裝及解決方案服務；及(ii)軟件許可。

本集團的可呈報分部乃為提供不同產品及服務的策略性業務單位。由於各業務要求不同技術及營銷策略，故各呈報分部乃個別管理。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部溢利或虧損不包括其他收入、財務成本、未分配成本(其中包括銷售及分銷開支、企業行政及其他經營開支、貿易應收款項減值虧損以及所得稅開支)。

分部資產及負債未在綜合財務報表中呈列，乃因為其並不定期由本集團董事審閱。

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財務報表附註

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7. SEGMENT INFORMATION (continued)

(a) Operating segment of the Group

Information about reportable segment profit or loss:

7. 分部資料(續)

(a) 本集團經營分部

有關可呈報分部損益的資料：

		Sales of biometrics identification devices, security products and other accessories	Provision of auxiliary and other services	Total
		銷售生物特徵 識別裝置、 保安產品 及其他配件	提供配套及 其他服務	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Year ended 31 March 2024	截至2024年3月31日止年度			
Revenue from external customers	來自外部客戶的收益	37,270	17,102	54,372
Segment profit	分部溢利	16,826	8,368	25,194
Year ended 31 March 2023	截至2023年3月31日止年度			
Revenue from external customers	來自外部客戶的收益	27,737	15,414	43,151
Segment profit	分部溢利	12,296	712	13,008

Reconciliations of reportable segment and profit or loss:

可呈報分部與損益的對賬：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Profit or loss:	損益：		
Total profit of reportable segments	可呈報分部的溢利總額	25,194	13,008
Other income and other gains/(losses), net	其他收入及其他收益/(虧損)淨額	3,008	1,497
Selling and distribution costs	銷售及分銷成本	(10,100)	(9,639)
Corporate administrative and other operating expenses	企業行政及其他經營開支	(33,386)	(28,675)
Impairment loss of trade receivables	貿易應收款項減值虧損	(138)	(96)
Finance costs	財務成本	(234)	(119)
Income tax credit/(expense)	所得稅抵免/(開支)	29	(132)
Consolidated loss for the year	年內綜合虧損	(15,627)	(24,156)

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財務報表附註

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7. SEGMENT INFORMATION (continued)

(b) Geographical information

Information about the Group's non-current assets based on the geographical location is presented as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Hong Kong	香港	426	556

Non-current assets include property, plant and equipment, right-of-use assets and intangible assets.

Information about the Group's revenue from external customers presented based on the geographical location where the Group operates is as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Hong Kong	香港	48,315	39,740
PRC	中國	5,814	3,179
Macau	澳門	243	232
Consolidated total	綜合總計	54,372	43,151

(c) Information about major customers

Information about major customers whom transactions have exceeded 10% of revenue of the Group during the years ended 31 March 2024 and 2023 is as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Customer A (note)	客戶A(附註)	5,834	N/A 不適用
Customer B (note)	客戶B(附註)	5,942	N/A 不適用

Note: Customer A and customer B did not contribute over 10% of the revenue of the Group for the year ended 31 March 2023.

7. 分部資料(續)

(b) 地理資料

有關本集團按所處地區位置之非流動資產資料呈列如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Hong Kong	香港	426	556

非流動資產包括物業、廠房及設備、使用權資產以及無形資產。

有關本集團按經營所處地區位置之來自外部客戶收益的資料呈列如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Hong Kong	香港	48,315	39,740
PRC	中國	5,814	3,179
Macau	澳門	243	232
Consolidated total	綜合總計	54,372	43,151

(c) 有關主要客戶的資料

交易額於截至2024年及2023年3月31日止年度超過本集團收益10%的主要客戶資料載列如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Customer A (note)	客戶A(附註)	5,834	N/A 不適用
Customer B (note)	客戶B(附註)	5,942	N/A 不適用

附註：截至2023年3月31日止年度，客戶A及客戶B並無貢獻超過本集團收益的10%。

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8. REVENUE

Revenue represents the invoiced values of goods sold and service rendered, after allowances for returns and discounts. An analysis of the Group's revenue for the year is as follows:

8. 收益

收益指所售商品及提供服務經扣除退貨及折扣後的發票值。本集團年內收益的分析如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Sales of biometrics identification devices, security products and other accessories	銷售生物特徵識別裝置、保安產品及其他配件	37,270	27,737
Provision of auxiliary and other services	提供配套及其他服務	17,102	15,414
		54,372	43,151
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內的客戶合約收益		
Recognised at a point in time	於某一時間點確認	44,347	32,651
Recognised over time	隨時間確認	10,025	10,500
		54,372	43,151

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 March 2024 and the expected period of recognising revenue as follows:

分配至2024年3月31日餘下履約責任(未履行或部分未履行)的交易價格及預計期間的確認收益如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Provision of auxiliary and other services	提供配套及其他服務		
Within one year	於一年內	10,885	7,938
More than one year but not more than two years	多於一年但少於兩年	1,215	921
		12,100	8,859

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9. OTHER INCOME AND OTHER GAINS/(LOSSES), NET 9. 其他收入及其他收益／(虧損)淨額

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Insurance claim	保險索償	142	–
Interest income	利息收入	144	82
Government grants*	政府補助*	–	822
Gain on disposal of a subsidiary	出售附屬公司之收益	2,366	–
Gain on disposals of property, plant and equipment	出售物業、廠房及設備產生之收益	21	35
Foreign exchange gains, net	匯兌收益淨額	181	556
Others	其他	154	2
		3,008	1,497

* Government grants represent subsidies from the Government of the Hong Kong Special Administrative Region under the Employment Support Scheme. At the end of the reporting period, there is no unfulfilled conditions nor other contingencies attached to the government grants.

* 政府補助指香港特別行政區政府根據保就業計劃提供的津貼。於報告期末，本公司並無政府補助附帶的未履行條件或其他或然事項。

10. FINANCE COSTS

10. 財務成本

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Effective interest expenses on lease liabilities	租賃負債的實際利息開支	222	119
Interest expenses on retirement benefit obligations	退休福利義務的利息開支	12	–
		234	119

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11. LOSS BEFORE TAX

The Group's loss before tax is stated after charging/(crediting) the following:

		Note	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Depreciation	折舊			
— Owned assets (note 17)	— 自有資產(附註17)	(a)	394	272
— Right-of-use assets (note 18)	— 使用權資產(附註18)		1,203	—
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)	(b)		
— Salaries, bonus, allowances and other benefits in kind	— 薪金、花紅、津貼及其他實物利益		31,885	28,818
— Commission	— 佣金		622	508
— Retirement benefits scheme contributions	— 退休福利計劃供款		1,698	1,442
			34,205	30,768
Gain on disposal of a subsidiary	出售附屬公司之收益		(2,366)	—
Gain on disposals of property, plant and equipment	出售物業、廠房及設備收益		(21)	(35)
Cost of inventories sold	已售存貨成本		20,272	14,284
Foreign exchange gains, net	匯兌收益淨額		(181)	(556)
Operating lease charges in respect of premises under short-term lease arrangements	短期租賃安排下的物業的經營租賃支出		1,090	1,800
Auditors' remuneration	核數師酬金			
— Audit services	— 審核服務		600	550
— Non-audit services	— 非審核服務		70	100
Impairment loss of trade receivables	貿易應收款項減值虧損		138	96
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損		258	742
Impairment loss on right-of-use assets	使用權資產減值虧損		2,953	4,601
Allowance for inventories (included in costs of sales and services rendered)	存貨撥備(包括銷售及提供服務成本)		272	1,884

Notes:

- (a) Depreciation on owned assets of approximately HK\$21,000 for the year ended 31 March 2024 (2023: HK\$54,000) is included in costs of sales and services rendered.
- (b) Staff costs of approximately HK\$5,697,000 for the year ended 31 March 2024 (2023: HK\$6,024,000) are included in cost of sales and services rendered.

11. 除稅前虧損

本集團的除稅前虧損乃經扣除/(計入)以下各項後列賬：

	Note	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Depreciation			
— Owned assets (note 17)	(a)	394	272
— Right-of-use assets (note 18)		1,203	—
Staff costs (including directors' emoluments)	(b)		
— Salaries, bonus, allowances and other benefits in kind		31,885	28,818
— Commission		622	508
— Retirement benefits scheme contributions		1,698	1,442
		34,205	30,768
Gain on disposal of a subsidiary		(2,366)	—
Gain on disposals of property, plant and equipment		(21)	(35)
Cost of inventories sold		20,272	14,284
Foreign exchange gains, net		(181)	(556)
Operating lease charges in respect of premises under short-term lease arrangements		1,090	1,800
Auditors' remuneration			
— Audit services		600	550
— Non-audit services		70	100
Impairment loss of trade receivables		138	96
Impairment loss on property, plant and equipment		258	742
Impairment loss on right-of-use assets		2,953	4,601
Allowance for inventories (included in costs of sales and services rendered)		272	1,884

附註：

- (a) 截至2024年3月31日止年度的自有資產折舊約21,000港元(2023年：54,000港元)已計入銷售及提供服務的成本。
- (b) 截至2024年3月31日止年度，員工成本約5,697,000港元(2023年：6,024,000港元)已計入銷售及提供服務的成本。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

12. INCOME TAX (CREDIT)/EXPENSE

12. 所得稅(抵免)/開支

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current tax — Hong Kong Profits Tax	即期稅項 — 香港利得稅		
Provision for the year	年內撥備	—	152
Over-provision in prior years	過往年度超額撥備	(29)	(20)
Total tax (credit)/expense for the year	年內稅務(抵免)/開支總額	(29)	132

The Group is not subject to taxation in the Cayman Islands and the British Virgin Islands.

本集團毋須繳納開曼群島及英屬處女群島的稅項。

Under the two-tiered Profits Tax Regime, one of the Company's Hong Kong subsidiaries is subjected to Hong Kong Profits Tax at the rate of 8.25% (2023: 8.25%) for the first HK\$2 million of its estimated assessable profits and at 16.5% (2023:16.5%) on its estimated assessable profits above HK\$2 million. Other Hong Kong subsidiaries not qualifying for the two-tiered Profit Tax Regime are subjected to Hong Kong Profits Tax at the rate of 16.5% (2023:16.5%) for the year ended 31 March 2024.

根據兩級利得稅制度，本公司其中一間香港附屬公司須就估計應課稅溢利的首2百萬港元按8.25% (2023年：8.25%)的稅率繳納香港利得稅，並就超過2百萬港元的估計應課稅溢利按16.5% (2023年：16.5%)的稅率繳納香港利得稅。截至2024年3月31日止年度，其他不符合兩級利得稅制度的香港附屬公司須按16.5% (2023年：16.5%)的稅率繳納香港利得稅。

For the Group's subsidiary established and operated in the PRC is subject to PRC Enterprise Income Tax at the rate of 25% (2023: 25%) during the year. No PRC Enterprise Income Tax has been provided for the years ended 31 March 2024 and 2023 as the Group's PRC subsidiary either did not generate any assessable profits or has sufficient tax losses forward to set off against its assessable profit for the years ended 31 March 2024 and 2023.

年內，本集團在中國成立及經營的附屬公司須按稅率25% (2023年：25%)繳納中國企業所得稅。由於本集團的中國附屬公司並無產生任何應課稅溢利或有足夠的承前稅項虧損以抵銷其截至2024年及2023年3月31日止年度的應課稅溢利，故截至2024年及2023年3月31日止年度並無撥備中國企業所得稅。

For the Group's subsidiary established and operated in Macau is subject to Macao Complementary Tax, under which taxable income of up to MOP600,000 (2023: MOP600,000) is exempted from taxation with taxable income beyond this amount to be taxed at the rate of 12% (2023: 12%) for the year ended 31 March 2024.

本集團在澳門成立及經營的附屬公司須繳納澳門所得補充稅，據此，截至2024年3月31日止年度，應課稅收入最高600,000澳門幣(2023年：600,000澳門幣)豁免納稅，超出該金額的應課稅收入按12% (2023年：12%)的稅率納稅。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

12. INCOME TAX (CREDIT)/EXPENSE (continued)

The reconciliation between the income tax (credit)/expense and the product of loss before tax multiplied by the Hong Kong Profits Tax rate of the Group is as follows:

12. 所得稅(抵免)/開支(續)

所得稅(抵免)/開支與除稅前虧損乘以本集團香港利得稅率所得出之數額的對賬如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Loss before tax	除稅前虧損	(15,656)	(24,024)
Tax at the domestic tax rate of 16.5% (2023: 16.5%)	按本地稅率 16.5% (2023年：16.5%) 計算的稅項	(2,583)	(3,964)
Tax effect of income that is not taxable	不課稅收入的稅務影響	(508)	(144)
Tax effect of expenses that are not deductible	不獲扣減開支的稅務影響	2,805	2,460
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	(187)	(25)
Tax effect of utilisation of tax losses not previously recognised	動用先前未確認稅務虧損的稅務影響	(350)	-
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	863	1,989
Over-provision in prior years	過往年度超額撥備	(29)	(20)
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	(40)	(12)
Tax effect of preferential tax rate	優惠稅率的稅務影響	-	(152)
Income tax (credit)/expense for the year	年內所得稅(抵免)/開支	(29)	132

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財務報表附註

For the year ended 31 March 2024

截至2024年3月31日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

(a) Directors' emoluments

The emoluments paid or payable in respect of a person's services as a director, where of the Company, or its subsidiaries undertaking were as follows:

For the year ended 31 March 2024

13. 董事及僱員酬金

(a) 董事酬金

就出任董事(不論是本公司或其附屬公司的承擔)的人士已支付或應付的薪酬如下:

截至2024年3月31日止年度

	Fees	Salaries and allowances	Discretionary bonus	Other benefits in kind	Retirement benefits scheme contributions	Total
	袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	酌情花紅 HK\$'000 千港元	其他 實物利益 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	總計 HK\$'000 千港元
Executive directors						
Mr. Wang Yicheng (note i)	-	66	-	-	3	69
Ms. Yuen Mei Ling, Pauline ("Ms. Pauline Yuen")	-	1,704	137	-	18	1,859
Mr. Mui Pak Kuen (note ii)	-	280	-	-	12	292
Mr. Hui Cho Lung (note iii)	-	240	-	-	13	253
Mr. Lin Shixing (note iv)	-	33	-	-	-	33
Mr. Yuen Kwok Wai, Tony ("Mr. Tony Yuen") (note vii)	-	2,022	163	780	18	2,983
Non-executive director						
Mr. Yam Chiu Fan, Joseph (note v)	190	-	-	-	-	190
Ms. Leung Wai Hing, Ella (note vi)	90	-	-	-	-	90
Independent non-executive directors						
Mr. Wong Ching Wan (note viii)	120	-	-	-	-	120
Mr. Chung Billy	120	-	-	-	-	120
Mr. Poon Wai Hung, Richard (note x)	105	-	-	-	-	105
Mr. Ke Tianxiong (note xi)	23	-	-	-	-	23
	648	4,345	300	780	64	6,137

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財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS 13. 董事及僱員酬金(續)

(continued)

(a) Directors' emoluments (continued)
For the year ended 31 March 2023

(a) 董事酬金(續)
截至2023年3月31日止年度

		Fees	Salaries and allowances	Discretionary bonus	Other benefits in kind	Retirement benefits scheme contributions	Total
		袍金	薪金及津貼	酌情花紅	其他實物利益	退休福利計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors	執行董事						
Mr. Tony Yuen (note vii)	阮國偉先生(附註vii)	-	1,944	318	648	18	2,928
Ms. Pauline Yuen	阮美玲女士	-	1,644	276	-	18	1,938
Ms. Sun Ngai Chu, Danielle (note xii)	孫毅珠女士(附註xii)	-	650	130	-	15	795
Mr. Mui Pak Kuen (note ii)	梅栢權先生(附註ii)	-	420	-	-	18	438
Mr. Hui Cho Lung (note iii)	許佐龍先生(附註iii)	-	54	-	-	4	58
Non-executive director	非執行董事						
Mr. Yam Chiu Fan, Joseph (note v)	任超凡先生(附註v)	240	-	-	-	-	240
Ms. Leung Wai Hing, Ella (note vi)	梁蕙馨女士(附註vi)	16	-	-	-	-	16
Independent non-executive directors	獨立非執行董事						
Mr. Wong Ching Wan (note viii)	王青雲先生(附註viii)	95	-	-	-	-	95
Ms. Wang Xiaoman (note ix)	王曉曼女士(附註ix)	15	-	-	-	-	15
Mr. Chung Billy	鍾定縉先生	120	-	-	-	-	120
Mr. Poon Wai Hung, Richard (note x)	潘偉雄先生(附註x)	120	-	-	-	-	120
		606	4,712	724	648	73	6,763

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財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

Notes:

- (i) Appointed on 26 January 2024
- (ii) Resigned on 30 November 2023
- (iii) Appointed on 10 January 2023 and resigned on 31 May 2024
- (iv) Appointed on 22 December 2023
- (v) Resigned on 15 January 2024
- (vi) Appointed on 10 February 2023 and resigned on 31 December 2023
- (vii) Redesignated as non-executive director on 13 May 2024
- (viii) Appointed on 17 June 2022
- (ix) Appointed on 15 December 2021 and retired on 16 May 2022
- (x) Resigned on 15 February 2024
- (xi) Appointed on 22 January 2024
- (xii) Resigned on 31 January 2023

There was no arrangement under which a director waived or agreed to waive any emoluments during the years ended 31 March 2024 and 2023.

13. 董事及僱員酬金(續)

(a) 董事酬金(續)

附註：

- (i) 於2024年1月26日獲委任
- (ii) 於2023年11月30日辭任
- (iii) 於2023年1月10日獲委任，並於2024年5月31日辭任
- (iv) 於2023年12月22日獲委任
- (v) 於2024年1月15日辭任
- (vi) 於2023年2月10日獲委任，並於2023年12月31日辭任
- (vii) 於2024年5月13日調任為非執行董事
- (viii) 於2022年6月17日獲委任
- (ix) 於2021年12月15日獲委任，並於2022年5月16日辭任
- (x) 於2024年2月15日辭任
- (xi) 於2024年1月22日獲委任
- (xii) 於2023年1月31日辭任

於截至2024年及2023年3月31日止年度，並無董事放棄或同意放棄任何酬金的安排。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year ended 31 March 2024 included 2 (2023: 2) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining 3 (2023: 3) individuals are set out below:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	4,867	4,184
Performance bonus	表現花紅	102	388
Retirement benefits scheme contributions	退休福利計劃供款	36	36
		5,005	4,608

The emoluments fell within the following band:

		Number of individuals 人數	
		2024 2024年	2023 2023年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	3	3

During the years ended 31 March 2024 and 2023, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

(c) Senior management's emoluments

Senior management represents the executive directors. The emoluments paid or payable to senior management during the years have been set out in the analysis presented above.

13. 董事及僱員酬金(續)

(b) 五位最高薪酬人士

截至2024年3月31日止年度，本集團五位最高薪酬人士分別包括2名(2023年：2名)董事，其酬金在上述呈列的分析中反映。其餘3名(2023年：3名)人士的酬金載列如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	4,867	4,184
Performance bonus	表現花紅	102	388
Retirement benefits scheme contributions	退休福利計劃供款	36	36
		5,005	4,608

酬金屬於以下範圍：

		Number of individuals 人數	
		2024 2024年	2023 2023年
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	3	3

截至2024年及2023年3月31日止年度，本集團概無向任何董事或最高薪酬人士支付任何酬金作為加盟或加盟本集團後的獎勵或作為離職補償。

(c) 高級管理層酬金

高級管理層指執行董事。年內已付或應付高級管理層的酬金已載於上文呈列的分析。

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財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

13. DIRECTORS' AND EMPLOYEES' EMOLUMENTS (continued)

(d) Directors' material interests in transactions, arrangements or contracts

Save for disclosed in note 40 to the consolidated financial statements, no other significant transaction, arrangement and contract in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

14. DIVIDENDS

No dividend had been paid or declared by the Company during the year (2023: Nil).

15. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the following:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Loss	虧損		
Loss for the purpose of calculating basic loss per share	計算每股基本虧損的虧損	(15,627)	(24,156)
		2024 2024年 '000 千股	2023 2023年 '000 千股
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	計算每股基本虧損的普通股加權平均數	800,000	800,000

(b) Diluted loss per share

Diluted loss per share was the same as the basic loss per share for the years ended 31 March 2024 and 2023 as there were no dilutive potential ordinary shares.

13. 董事及僱員酬金 (續)

(d) 董事於交易、安排或合約中的重大權益

除綜合財務報表附註40所披露者外，概無本公司為訂約方且本公司董事及董事關連方直接或間接於當中擁有重大權益而與本集團業務有關的其他重大交易、安排及合約於年末或年內任何時間仍然存續。

14. 股息

本公司於年內並無支付或宣派任何股息(2023年：零)。

15. 每股虧損

(a) 每股基本虧損

每股基本虧損乃基於下列各項計算：

(b) 每股攤薄虧損

由於並無潛在攤薄普通股，每股攤薄虧損與截至2024年及2023年3月31日止年度的每股基本虧損相同。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

16. RETIREMENT BENEFIT SCHEMES

The Group operates a mandatory provident fund scheme (the “MPF Scheme”) under the Hong Kong Mandatory Provident Fund Schemes Ordinance for all qualifying employees in Hong Kong. The Group’s contributions to the MPF Scheme are calculated at 5% (2023: 5%) of the salaries and wages subject to a monthly maximum amount of HK\$1,500 (2023: HK\$1,500) per employee and vest fully with employees when contributed into the MPF Scheme.

As stipulated under the relevant rules and regulations in the PRC, the employees of a Group’s subsidiary established in the PRC is a member of a central pension scheme operated by the local municipal government. This subsidiary is required to contribute certain percentage of the employees’ basic salaries and wages to the central pension scheme to fund the retirement benefits. The local municipal government undertakes to assume the retirement benefits obligations of all existing and future retired employees of this subsidiary. The only obligation of this subsidiary with respect to the central pension scheme is to meet the required contributions under the scheme.

There was no forfeited contribution in respect of the defined contribution plan available at 31 March 2024 and 2023.

16. 退休福利計劃

本集團根據香港強制性公積金計劃條例為香港所有合資格僱員運作強制性公積金計劃(「強積金計劃」)。本集團對強積金計劃之供款按薪金及工資的5%(2023年:5%)計算,惟每名僱員每月最高金額為1,500港元(2023年:1,500港元)及在向強積金計劃供款時全部歸屬於僱員。

根據中國相關規則及法規,本集團在中國成立的附屬公司的僱員參加地方市政府運作的中央退休金計劃。該附屬公司須向中央退休金計劃按僱員基本薪金及工資的若干百分比供款,以為退休福利提供資金。地方市政府承諾承擔該附屬公司所有現有及未來退休僱員的退休福利責任。該附屬公司就中央退休金計劃的唯一責任為償付計劃項下規定的供款。

於2024年及2023年3月31日並無定額供款計劃的已沒收供款可予使用。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Furniture and fixtures	Biometrics identification devices 生物特徵 識別裝置	Motor vehicles	Computer equipment	Leasehold improvement	Total
		傢俬及裝置 HK\$'000 千港元	生物特徵 識別裝置 HK\$'000 千港元	汽車 HK\$'000 千港元	電腦設備 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	總計 HK\$'000 千港元
Cost	成本						
At 1 April 2022	於2022年4月1日	1,016	717	1,811	1,167	4,793	9,504
Additions	添置	560	271	643	96	-	1,570
Disposals	出售	-	-	(137)	-	-	(137)
Exchange realignment	匯兌調整	(10)	-	-	(21)	-	(31)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	1,566	988	2,317	1,242	4,793	10,906
Additions	添置	1,012	203	121	177	894	2,407
Disposals	出售	(43)	-	(546)	-	-	(589)
Derecognised upon disposal of a subsidiary	出售附屬公司時 終止確認	(1,431)	-	-	(218)	(894)	(2,543)
Exchange realignment	匯兌調整	(13)	-	-	(17)	-	(30)
At 31 March 2024	於2024年3月31日	1,091	1,191	1,892	1,184	4,793	10,151
Accumulated depreciation and impairment	累計折舊及減值						
At 1 April 2022	於2022年4月1日	1,016	717	1,811	1,167	4,793	9,504
Charge for the year	年內支出	112	54	87	19	-	272
Disposals	出售	-	-	(137)	-	-	(137)
Impairment	減值	448	217	-	77	-	742
Exchange realignment	匯兌調整	(10)	-	-	(21)	-	(31)
At 31 March 2023 and 1 April 2023	於2023年3月31日及 2023年4月1日	1,566	988	1,761	1,242	4,793	10,350
Charge for the year	年內支出	106	21	206	8	53	394
Disposals	出售	(43)	-	(501)	-	-	(544)
Impairment	減值	54	182	-	22	-	258
Derecognised upon disposal of a subsidiary	出售附屬公司時 終止確認	(579)	-	-	(71)	(53)	(703)
Exchange realignment	匯兌調整	(13)	-	-	(17)	-	(30)
At 31 March 2024	於2024年3月31日	1,091	1,191	1,466	1,184	4,793	9,725
Carrying amount	賬面值						
At 31 March 2024	於2024年3月31日	-	-	426	-	-	426
At 31 March 2023	於2023年3月31日	-	-	556	-	-	556

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For the year ended 31 March 2024
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18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leased properties
		租賃物業
		HK\$'000
		千港元
At 1 April 2022	於2022年4月1日	–
Additions	添置	4,601
Impairment	減值	(4,601)
		<hr/>
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	–
Additions	添置	4,156
Depreciation	折舊	(1,203)
Impairment	減值	(2,953)
		<hr/>
At 31 March 2024	於2024年3月31日	–

Lease liabilities of approximately HK\$4,955,000 (2023: HK\$4,052,000) are recognised with related right-of-use assets after impairment in full of approximately HK\$Nil (2023: HK\$Nil) as at 31 March 2024. These lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

於2024年3月31日，確認租賃負債約4,955,000港元(2023年：4,052,000港元)連同悉數減值後的相關使用權資產約零港元(2023年：零港元)。該等租賃協議不施加任何契諾，惟出租人持有的租賃資產中的抵押權益除外。租賃資產不得就借貸用途用作抵押。

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財務報表附註

For the year ended 31 March 2024
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18. RIGHT-OF-USE ASSETS (continued)

18. 使用權資產(續)

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	1,203	-
Impairment	2,953	4,601
Interest expense on lease liabilities (included in finance costs)	222	119

For both years, the Group leases office and staff quarters for its operations. Lease contracts are entered into for fixed term of 2–3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩個年度，本集團租賃辦公室及員工宿舍供營運之用。租約期限固定為2至3年。租賃條款按個別基準磋商，包含各種不同條款及條件。於釐定租期及評估不可撤銷期間時長時，本集團應用合約的定義及釐定合約可執行期間。

19. INTANGIBLE ASSETS

19. 無形資產

	HK\$'000 千港元
Cost	
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	1,850
Accumulated amortisation	
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	1,850
Carrying amount	
At 31 March 2024	-
At 31 March 2023	-

Intangible assets represent internally generated capitalised software development costs. Such intangible assets have definite useful life and are amortised on a straight-line basis over 5 years.

無形資產指內部產生之資本化軟件開發成本。該無形資產具有有限可使用年期並按直線法於5年內攤銷。

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財務報表附註

For the year ended 31 March 2024
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20. INVENTORIES

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Merchandises	商品	21,334	22,535

At the end of reporting period, the Group's inventories are stated at cost less allowance for inventories.

During the year, allowance for inventories of approximately HK\$272,000 (2023: HK\$1,884,000) was charged to profit or loss.

20. 存貨

於報告期末，本集團存貨按成本減存貨撥備列值。

年內，存貨撥備約272,000港元(2023年：1,884,000港元)已自損益扣除。

21. TRADE RECEIVABLES

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
From third parties	來自第三方	17,459	11,277
Less: allowance for doubtful debts	減：呆賬撥備	(835)	(697)
		16,624	10,580

The Group's trading terms with customers are mainly on credit. The credit period granted to the customers generally range from 30 to 90 days. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

21. 貿易應收款項

本集團與客戶的貿易條款主要為賒賬。向客戶授出的信貸期一般介乎30至90日。本集團設法對其未償還應收款項進行嚴格控制。逾期結餘由董事定期審閱。

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財務報表附註

For the year ended 31 March 2024
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21. TRADE RECEIVABLES (continued)

An ageing analysis of the Group's trade receivables, net of allowance for doubtful debts and based on the invoice date is as follows:

0-90 days	0至90天
91-180 days	91至180天
181-365 days	181至365天
Over 365 days	365天以上

As of 31 March 2024, trade receivables of approximately HK\$12,163,000 (2023: HK\$5,960,000) were past due but not considered as default. These trade receivables related to customers for whom are mainly listed companies or large property developers with no recent history of default. The ageing analysis of these trade receivables, net of allowance for doubtful debts and based on due date, is as follows:

1-90 days	1至90天
91-180 days	91至180天
Over 180 days	180天以上

The Group does not charge interest over these balances.

21. 貿易應收款項(續)

本集團按發票日期計算的貿易應收款項(扣除呆賬撥備)的賬齡分析如下:

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
	10,594	6,173
	2,958	759
	1,602	1,500
	1,470	2,148
	16,624	10,580

於2024年3月31日，貿易應收款項約12,163,000港元(2023年：5,960,000港元)已逾期但不被視為違約。該等貿易應收款項與並無近期違約記錄的客戶(主要為上市公司或大型房地產開發商)有關。該等貿易應收款項(扣除呆賬撥備)按到期日計算的賬齡分析如下:

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
	7,258	1,718
	2,500	936
	2,405	3,306
	12,163	5,960

本集團並無就該等結餘收取利息。

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財務報表附註

For the year ended 31 March 2024
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21. TRADE RECEIVABLES (continued)

The carrying amounts of the Group's trade receivables at the end of reporting period, net of allowance for doubtful debts, are denominated in the following currencies:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
HK\$	港元	16,498	10,497
RMB	人民幣	126	65
MOP	澳門幣	-	18
		16,624	10,580

21. 貿易應收款項(續)

於報告期末，本集團貿易應收款項(扣除呆賬撥備)的賬面值以下列貨幣計值：

22. OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Deposits	按金	1,990	2,277
Prepayments	預付款項	523	823
Value added tax receivables	應收增值稅	-	79
Others	其他	278	242
		2,791	3,421

22. 其他應收款項、預付款項及按金

Neither of the above assets is past due nor impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產並未逾期或減值。計入上述結餘的金融資產乃與並無近期拖欠記錄的應收款項有關。

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23. BANK AND CASH BALANCES

At the end of reporting period, the bank and cash balances of the Group are denominated in the following currencies:

		2024	2023
		2024年	2023年
		HK\$'000	HK\$'000
		千港元	千港元
HK\$	港元	3,432	14,787
RMB	人民幣	291	1,078
MOP	澳門幣	74	24
US\$	美元	3	85
GBP	英鎊	-	1,892
Singapore dollars	新加坡元	2	2
		3,802	17,868

Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, under the PRC's Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

23. 銀行及現金結餘

於報告期末，本集團的銀行及現金結餘按下列貨幣計值：

將人民幣兌換為外幣須遵守中國外匯管理條例及結匯、售匯及付匯管理規定。然而，根據中國外匯管理條例，本集團獲准通過經授權開展外匯業務的銀行將人民幣兌換成其他貨幣。

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財務報表附註

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24. TRADE PAYABLES

An ageing analysis of the Group's trade payables at the end of reporting period, based on the invoice date is as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
0-30 days	0至30天	440	221
31-60 days	31至60天	2,694	150
Over 60 days	60天以上	1,596	2,013
		4,730	2,384

The carrying amounts of the Group's trade payables at the end of reporting period are denominated in the following currencies:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
HK\$	港元	4,297	548
RMB	人民幣	150	72
US\$	美元	61	1,631
EURO	歐元	222	133
		4,730	2,384

24. 貿易應付款項

於報告期末，按發票日期計算的本集團貿易應付款項的賬齡分析如下：

於報告期末，本集團貿易應付款項的賬面值以下列貨幣計值：

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財務報表附註

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25. OTHER PAYABLES AND ACCRUED EXPENSES

25. 其他應付款項及應計費用

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Accruals for operations	經營應計費用	4,307	5,138

26. LEASE LIABILITIES

26. 租賃負債

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款現值	
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Within one year	一年內	3,657	2,224	3,501	2,075
In the second to fifth years, inclusive	第二年至第五年 (包括首尾兩年)	1,488	2,058	1,454	1,977
Less: Future finance charges	減：未來融資開支	5,145 (190)	4,282 (230)	4,955 N/A 不適用	4,052 N/A 不適用
Present value of lease obligations	租賃義務現值	4,955	4,052	4,955	4,052
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期償還的金額(於流動負債項下列示)			(3,501)	(2,075)
Amount due for settlement after 12 months	於12個月後到期償還的金額			1,454	1,977

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For the year ended 31 March 2024
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26. LEASE LIABILITIES (continued)

The carrying amount of the Group's lease liabilities at the end of reporting period are denominated in the following currencies:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
HK\$	港元	4,942	3,512
RMB	人民幣	13	540
		4,955	4,052

The average incremental borrowing rate applied to lease liabilities is 5% (2023: 5%).

27. CONTRACT LIABILITIES

Contract liabilities

The amounts represent the revenue received from sales of maintenance and other services exceeding the revenue recognised on straight-line basis over the respective terms of contract.

26. 租賃負債(續)

於報告期末，本集團的租賃負債賬面值以下列貨幣計值：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
HK\$	港元	4,942	3,512
RMB	人民幣	13	540
		4,955	4,052

適用於租賃負債的平均增量借貸利率為5% (2023年：5%)。

27. 合約負債

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Contract liabilities	合約負債	12,100	8,859

金額為來自維護及其他服務銷售的收益超過按直線法於相關合約期所確認收益的部分。

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For the year ended 31 March 2024
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27. CONTRACT LIABILITIES (continued)

Movements in contract liabilities during the year are as follows:

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Balance at 1 April	於4月1日的結餘	8,859	7,669
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities as at 1 April	因年內確認收益計入於4月1日的合約負債而導致的合約負債減少	(7,938)	(7,148)
Increase in contract liabilities as a result of billing in advance of maintenance and other services	因就維護及其他服務提前開出單據而導致的合約負債增加	11,179	8,338
Balance at 31 March	於3月31日的結餘	12,100	8,859

At the end of reporting period, contract liabilities were classified in accordance with the expiry date of the maintenance and other service contracts entered into.

27. 合約負債(續)

年內合約負債變動如下：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Balance at 1 April	於4月1日的結餘	8,859	7,669
Decrease in contract liabilities as a result of recognising revenue during the year was included in the contract liabilities as at 1 April	因年內確認收益計入於4月1日的合約負債而導致的合約負債減少	(7,938)	(7,148)
Increase in contract liabilities as a result of billing in advance of maintenance and other services	因就維護及其他服務提前開出單據而導致的合約負債增加	11,179	8,338
Balance at 31 March	於3月31日的結餘	12,100	8,859

於報告期末，合約負債乃按照所簽訂維護及其他服務合約的屆滿日期而分類。

Analysed for reporting purpose: 作報告用途之分析：

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Current liabilities	流動負債	10,885	7,938
Non-current liabilities	非流動負債	1,215	921
		12,100	8,859

There were no significant changes in the contract liabilities balances during the reporting period.

於報告期間，合約負債結餘並無重大變動。

The increase (2023: increase) in contract liabilities in 2024 was mainly due to an increase (2023: increase) in received in advanced from customers in relation to the provision of auxiliary and other services.

2024年合約負債增加(2023年：增加)主要是由於與提供配套及其他服務有關的預收客戶款項增加(2023年：增加)。

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28. RETIREMENT BENEFIT OBLIGATIONS

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57)

Hong Kong employees that have been employed continuously for at least five years are entitled to long service payments in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee's final salary (capped at HK\$22,500) and the years of service, reduced by the amount of any accrued benefits derived from the Group's contributions to MPF scheme, with an overall cap of \$390,000 per employee. Currently, the Group does not have any separate funding arrangement in place to meet its LSP obligation.

In June 2022, the Government gazetted the Amendment Ordinance, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 years after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. On the other hand, the accrued benefits derived from the Group's voluntary contributions made pre-, on or post-transition can continue to be used to offset pre- and post-transition LSP. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the last monthly wages immediately preceding the Transition Date and the years of service up to that date.

28. 退休福利義務

根據香港僱傭條例(第57章)支付長期服務金的義務

香港僱員連續受僱至少五年，在某些情況下有權根據香港僱傭條例獲得長期服務金。這些情況包括僱員因非嚴重行為不當或裁員而被解僱、該僱員在65歲或以上辭職，或僱傭合約為固定期限並在未續約的情況下屆滿。應付長期服務金的金額是參考僱員的最終薪金(上限為22,500港元)及服務年資計算，並扣減本集團對強積金計劃供款所產生的任何累算權益金額，每名僱員的總上限為390,000元。目前，本集團並無任何單獨的資金安排以履行其長期服務金責任。

2022年6月，政府刊憲修訂條例，廢除使用僱主強制性強積金供款所產生的累算利益來抵銷長期服務金。廢除將於過渡日期(即2025年5月1日)正式生效。此外，預期香港特別行政區政府亦將推出一項補貼計劃，以協助僱主在過渡日期後的25年間支付僱員長期服務金，每名僱員每年最高可獲得一定金額的補貼。

根據修訂條例，本集團的強制性強積金供款，加上/減去任何正/負回報，在過渡日期後可繼續用於抵銷過渡日期前的長期服務金責任，但不能抵銷過渡日期後的長期服務金責任。另一方面，本集團於過渡前、過渡期間或過渡後的自願供款所產生的累計利益可繼續用於抵銷過渡前及過渡後的長期服務金。此外，過渡日期前的長期服務金責任將被保留，並根據緊接過渡日期前的最後一個月工資及截至該日期的服務年限計算。

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28. RETIREMENT BENEFIT OBLIGATIONS (continued)

Obligation to pay LSP under Hong Kong Employment Ordinance (Chapter 57) (continued)

28. 退休福利義務(續)

根據香港僱傭條例(第57章)支付長期服務金的義務(續)

		2024 2024年 HK\$'000 千港元
Opening unfunded obligation	年初未撥付義務	-
Service cost	服務成本	
— current year	— 本年度	35
— under-provision for prior year	— 上年度撥備不足	387
Interest cost	利息成本	12
Remeasurements recognised in other comprehensive income — Actuarial gains arising from changes in financial assumptions	於其他全面收益中確認重新計量 — 財務假設變動產生精算收益	(121)
Closing unfunded obligation	年末未撥付義務	313

The average duration of the benefit obligation at 31 March 2024 is 14.82 years.

於2024年3月31日，福利義務的平均持續時間為14.82年。

Significant actuarial assumptions for the determination of the LSP obligation are discount rate of 3.9%, expected salary increase of 3%. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

釐定長期服務金責任的重大精算假設包括3.9%的折現率及3%的預期薪酬增長率。以下的敏感性分析是基於在報告期末合理可能的假設變動而確定的，同時保持其他假設不變。

- If the discount rate is 25 basis points higher (lower), the LSP obligation would decrease by approximately HK\$11,000 (increase by approximately HK\$12,000).
- If the expected salary increases (decreases) by 0.25%, the LSP obligation would increase by approximately HK\$1,000 (decrease by approximately HK\$Nil).

- 倘若折扣率上升(下降)25個基點，長期服務金義務將減少約11,000港元(增加約12,000港元)。
- 倘預期薪金增加(減少)0.25%，長期服務金責任將增加約1,000港元(減少約零港元)。

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財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

29. BANK BORROWINGS

During the course of business, the Group would obtain banking facilities in respect of import/export loans from a bank in Hong Kong. At the end of the reporting period, no bank borrowing has been drawn by the Group (2023: Nil).

The Group's banking facilities are secured by:

- (a) An unlimited guarantee issued by certain subsidiaries of the Company for the Group's banking facilities as at 31 March 2023; and
- (b) Registered security over deposits of the Company and certain subsidiaries of the Company to the extent of borrowing being drawn by the Group as at 31 March 2023.

As at 31 March 2024, the Group had undrawn facilities amounted to approximately HK\$5,000,000. During the year ended 31 March 2024, the Group's banking facilities had cancelled.

30. DEFERRED TAXATION

At the end of the reporting period, the Group has unused tax losses of approximately HK\$29,076,000 (2023: HK\$26,534,000) that are available for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses due to unpredictability of future profit streams. Included in unrecognised tax losses are losses approximately HK\$2,720,000 (2023: HK\$1,770,000) that will expire in 5 years from the year it originated for offsetting against future taxable profits.

29. 銀行借款

在業務過程中，本集團將從一間香港的銀行取得有關進／出口貸款的銀行融資。於報告期末，本集團並無提取銀行借款（2023年：無）。

本集團的銀行融資由下列各項抵押：

- (a) 於2023年3月31日，本公司若干附屬公司就本集團銀行融資發出的無限額擔保；及
- (b) 於2023年3月31日，就本公司及本公司若干附屬公司存款的註冊抵押，以本集團提取的借款為限。

於2024年3月31日，本集團未提取的融資約為5,000,000港元。截至2024年3月31日止年度，本集團的銀行融資已註銷。

30. 遞延稅項

於報告期末，本集團的未動用稅項虧損約為29,076,000港元（2023年：26,534,000港元），可用作抵銷未來應課稅溢利。由於未來溢利來源的不可預測性，故就該等虧損並無確認遞延稅項資產。計入未確認稅項虧損的虧損約2,720,000港元（2023年：1,770,000港元）將於自其產生起五年內屆滿，可用作抵銷未來應課稅溢利。

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財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

31. SHARE CAPITAL

31. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於2022年4月1日、2023年3月31日、 2023年4月1日及2024年3月31日	5,000,000	50,000
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
At 1 April 2022, 31 March 2023, 1 April 2023 and 31 March 2024	於2022年4月1日、2023年3月31日、 2023年4月1日及2024年3月31日	800,000	8,000

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The capital structure of the Group comprises all components of shareholders' equity.

The Group reviews the capital structure frequently by considering the cost of capital and the risks associated with each class of capital. The Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts, redemption of existing debts or selling assets to reduce debts. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2024 and 2023.

The only externally imposed capital requirement for the Group is that to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares. Based on the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float of at least 25% throughout the year ended 31 March 2024. As of 31 March 2024, 82.48% (2023: 77.61%) of the shares were in public hands.

本集團管理資本的目標為保障本集團持續經營的能力及透過優化債務及股本結餘而為股東謀求最大回報。本集團的資本架構包括股東權益的所有組成元素。

本集團透過考慮資本成本及與每類資本相關的風險而經常審查資本架構。本集團將會透過派付股息、發行新股及股份購回以及發行新債務、贖回現有債務或出售資產以減少債務等方式平衡其整個資本架構。於截至2024年及2023年3月31日止年度，資本管理的目標、政策或流程概無作出變動。

唯一外在強制性資本要求為本集團股份須有至少25%公眾持股量以維持其於聯交所的上市地位。根據本公司可公開取得的資料及據董事所知，本公司於截至2024年3月31日止整個年度內維持至少25%的充足公眾持股量。於2024年3月31日，82.48% (2023年：77.61%) 的股份由公眾人士持有。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
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32. STATEMENT OF FINANCIAL POSITION OF THE COMPANY 32. 本公司的財務狀況表

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司的投資	15,790	18,790
Current assets	流動資產		
Prepayments	預付款項	635	244
Amounts due from subsidiaries	應收附屬公司款項	–	702
Bank and cash balances	銀行及現金結餘	1,823	11,335
		2,458	12,281
Current liabilities	流動負債		
Accrued expenses	應計費用	465	17
Amounts due to subsidiaries	應付附屬公司款項	1,980	5,065
Lease liabilities	租賃負債	1,467	–
		3,912	5,082
Net current (liabilities)/assets	流動(負債)/資產淨額	(1,454)	7,199
Total assets less current liabilities	總資產減流動負債	14,336	25,989
Non-current liabilities	非流動負債		
Retirement benefit obligations	退休福利義務	12	–
NET ASSETS	資產淨值	14,324	25,989
Capital and reserves	資本及儲備		
Share capital	股本	8,000	8,000
Reserves	儲備	6,324	17,989
TOTAL EQUITY	總權益	14,324	25,989

Approved and authorised for issue by the Board of Directors on 28 June 2024.

於2024年6月28日經董事會批准及授權刊發。

Wang Yicheng
汪一成先生

Yuen Mei Ling, Pauline
阮美玲女士

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
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33. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

33. 儲備

(a) 本集團

本集團儲備的金額及其中的變動在綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 本公司

		Share premium 股份溢價 <i>(note 33(c)(i))</i> <i>(附註33(c)(i))</i> HK\$'000 千港元	Contributed surplus 繳入盈餘 <i>(note 33(c)(v))</i> <i>(附註33(c)(v))</i> HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2022	於2022年4月1日	51,682	22,458	(28,697)	45,443
Loss and total comprehensive income for the year	年內虧損及全面收益總額	-	-	(27,454)	(27,454)
At 31 March 2023 and 1 April 2023	於2023年3月31日及2023年4月1日	51,682	22,458	(56,151)	17,989
Loss and total comprehensive income for the year	年內虧損及全面收益總額	-	-	(11,665)	(11,665)
At 31 March 2024	於2024年3月31日	51,682	22,458	(67,816)	6,324

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

33. RESERVES (continued)

(c) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and after deduction of capitalisation issue and issuance costs of shares.

(ii) Merger reserve

Merger reserve represents the difference between the aggregated amount of share capital, share premium and capital reserve of subsidiaries comprising the Group at the date on which Power Truth Holdings Limited (“**Power Truth**”), the then holding company of the subsidiaries comprising the Group, was acquired by the Company, over the nominal value of 2,000 shares issued by the Company pursuant to the group reorganisation on 10 November 2015.

(iii) Legal reserve

The Macao Commercial Code number 377 requires that companies incorporated in Macau should set aside a minimum of 25% of their respective profit after income tax to the legal reserve until the balance of the reserve reaches a level equivalent to 50% of their capital.

33. 儲備(續)

(c) 儲備的性質及宗旨

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價賬的資金可供分派予本公司股東，惟緊隨建議分派股息當日後，本公司須有能力付清於日常業務過程中到期的債務。

股份溢價指以高於每股股份面值的價格發行股份所產生的溢價，並已經扣除資本化發行及股份發行的成本。

(ii) 合併儲備

合併儲備指本集團旗下附屬公司於本公司收購本集團旗下附屬公司的當時控股公司誠威控股有限公司(「誠威」)當日之股本、股份溢價及資本儲備總額，與本公司根據2015年11月10日的集團重組發行的2,000股股份面值之間的差額。

(iii) 法定儲備

澳門商法典第377號規定，在澳門註冊成立的公司須將各自除所得稅後溢利最少25%撥入法定儲備，直至儲備結餘達致相等於其股本50%的水平為止。

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財務報表附註

For the year ended 31 March 2024
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33. RESERVES (continued)

(c) Nature and purpose of reserves (continued)

(iv) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(c)(iii) to the consolidated financial statements.

(v) Contributed surplus

The contributed surplus arose from the excess of the consideration over the nominal value of the 1,000 shares issued by the Company pursuant to the group reorganisation on 10 November 2015. The consideration represented the net asset value of Power Truth as at 30 September 2015.

34. SHARE OPTION SCHEME

On 18 January 2018, written resolution of the shareholders of the Company was passed to conditionally approve and adopt a share option scheme (“**Share Option Scheme**”) to recognise and motivate the contributions that eligible participants have made or may make to the Group.

The Share Option Scheme adopted by the Company on 18 January 2018 will remain in force for a period of ten years from its effective date to 17 January 2028. Particulars of the Share Option Scheme of the Company are set out in Appendix IV to the Company’s prospectus dated 30 January 2018.

There was no share option has been granted by the Company under the Share Option Scheme since its effective date and up to the end of the reporting period.

33. 儲備(續)

(c) 儲備的性質及宗旨(續)

(iv) 外幣換算儲備

外幣換算儲備包括因換算海外業務財務報表而產生的所有匯兌差額。儲備按照綜合財務報表附註4(c)(iii)所載的會計政策處理。

(v) 繳入盈餘

繳入盈餘產生自代價超出本公司根據2015年11月10日的集團重組發行的1,000股股份面值之餘額。代價指誠威於2015年9月30日的資產淨值。

34. 購股權計劃

2018年1月18日，本公司股東書面決議案獲通過以有條件批准及採納購股權計劃(「**購股權計劃**」)以表揚及激勵合資格參與者對本集團已作出或可能作出的貢獻。

本公司於2018年1月18日採納的購股權計劃自其生效日期至2028年1月17日止的十年期間維持有效。本公司購股權計劃的詳情載於本公司日期為2018年1月30日的招股章程附錄四。

自生效日期起及直至報告期末，本公司概無根據購股權計劃授出任何購股權。

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財務報表附註

For the year ended 31 March 2024
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35. SUBSIDIARIES

Particulars of the Company's subsidiaries as at 31 March 2024 are set out below:

35. 附屬公司

本公司附屬公司於2024年3月31日的詳情載列如下：

Name 名稱	Place/date of incorporation/ establishment 註冊成立/成立地點/日期	Registered and paid up capital 已註冊及繳足股本	Percentage of ownership interest 所有權權益百分比		Principal activities and place of operation 主要活動及營業地點
			Direct 直接	Indirect 間接	
Power Truth 誠威	British Virgin Islands, 28 August 2014 英屬處女群島， 2014年8月28日	1,000 ordinary shares of US\$1 each 1,000股每股面值 1美元的普通股	100%	-	Investment holding, Hong Kong 投資控股，香港
Prime Intelligence Management Company Limited 匯安智能管理有限公司	Hong Kong, 24 April 2018 香港， 2018年4月24日	HK\$100,000 100,000港元	100%	-	Inactive, Hong Kong 無營業，香港
Prime Intelligence Information Technology Company Limited 匯安智能資訊科技有限公司	Hong Kong, 20 April 2020 香港， 2020年4月20日	HK\$1,000,000 1,000,000港元	100%	-	Inactive, Hong Kong 無營業，香港
Prime Intelligence Trading Company Limited 匯安智能貿易有限公司	Hong Kong, 20 April 2020 香港， 2020年4月20日	HK\$1,000,000 1,000,000港元	100%	-	Inactive, Hong Kong 無營業，香港
Solution Expert Technology Limited 專訊科技有限公司	Hong Kong, 7 June 1999 香港， 1999年6月7日	HK\$1,500,000 1,500,000港元	-	100%	Sales of biometrics identification devices and security products; and provision of application software, Hong Kong 銷售生物特徵識別裝置及保安產品； 及提供應用程式軟件，香港

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財務報表附註

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35. SUBSIDIARIES (continued)

35. 附屬公司(續)

Name 名稱	Place/date of incorporation/ establishment 註冊成立/成立地點/日期	Registered and paid up capital 已註冊及繳足股本	Percentage of ownership interest 所有權權益百分比		Principal activities and place of operation 主要活動及營業地點
			Direct 直接	Indirect 間接	
Solution Expert Engineering Limited	Hong Kong, 9 April 2001	HK\$10,000	-	100%	Sales of biometrics identification devices and security products; and provision of system installation, application software and repair and maintenance services, Hong Kong
專訊工程有限公司	香港, 2001年4月9日	10,000港元	-	100%	銷售生物特徵識別裝置及保安產品; 及提供系統安裝、應用程式軟件以及 修理及維護服務, 香港
Solution Expert Technology (R&D) Limited	Hong Kong, 30 May 2003	HK\$1,000,000	-	100%	Investment holding; sales of biometrics identification devices and security products; and provision of application software, Hong Kong
專訊科技研究發展有限公司	香港, 2003年5月30日	1,000,000港元	-	100%	投資控股; 銷售生物特徵識別裝置及保安產品; 及提供應用程式軟件, 香港
Solution Expert Technology (Macau) Limited	Macau, 13 September 2004	MOP25,000	-	100%	Sales and provision of installation and maintenance of security and information technology system, Macau
專訊科技(澳門)有限公司	澳門, 2004年9月13日	25,000澳門幣	-	100%	銷售及提供安全及資訊科技系統的安裝及 維護, 澳門
專訊科技(深圳)有限公司 (「專訊深圳」)	PRC, 22 October 2003	Registered and paid up capital of HK\$10,000,000	-	100%	Sales of biometrics identification devices; and provision of application software and related after-sale services, PRC
專訊科技(深圳)有限公司 (「專訊深圳」)	中國, 2003年10月22日	已註冊及繳足股本 10,000,000港元	-	100%	銷售生物特徵識別裝置; 及提供應用程式 軟件及相關售後服務, 中國

Note: SE Shenzhen is a wholly-foreign owned enterprise established in the PRC.

附註: 專訊深圳為一間在中國成立的外商獨資企業。

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財務報表附註

For the year ended 31 March 2024
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36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of a subsidiary

On 29 December 2023, the Group disposed of its entire interests in Prime Intelligence Marketing Agency Limited (formerly known as Prime Intelligence Solution UK Limited) (“**Prime UK**”), a company incorporated in the United Kingdom, to an independent third party. The total consideration of the disposal amounted to HK\$100,000.

Net liabilities of Prime UK disposed at the date of disposal are as follows:

36. 綜合現金流量表附註

(a) 出售附屬公司

於2023年12月29日，本集團將其於英國註冊成立的公司Prime Intelligence Marketing Agency Limited（前稱Prime Intelligence Solution UK Limited，「**Prime UK**」）的全部權益售予獨立第三方。出售事項總代價為100,000港元。

於出售當日售出的Prime UK負債淨額如下：

		HK\$'000 千港元
Assets and liabilities:	資產與負債：	
Property, plant and equipment	物業、廠房及設備	1,840
Bank and cash balances	銀行及現金結餘	225
Other receivables	其他應收款項	326
Other payables	其他應付款項	(4,617)
		<hr/>
Net liabilities disposed of	售出負債淨額	(2,226)
		<hr/>
Gain on disposal	出售收益	
Cash consideration receivables	應收現金代價	100
Release of foreign currency translation reserve	解除外幣換算儲備	40
Net liabilities disposed of	售出負債淨額	2,226
		<hr/>
Gain on disposal	出售收益	2,366
		<hr/>
Net cash outflow arising from disposal	出售產生現金流出淨額	
Bank and cash balances disposed of	售出銀行及現金結餘	(225)
		<hr/>

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(b) Reconciliation of liabilities arising from financing activities

The table set forth below is the detail changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows are, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

For the year ended 31 March 2024

	1 April 2023 2023年 4月1日 HK\$'000 千港元	New lease arrangement 新租賃安排 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest charges 利息費用 HK\$'000 千港元	Exchange realignment 匯兌調整 HK\$'000 千港元	31 March 2024 2024年 3月31日 HK\$'000 千港元
Lease liabilities (note 26) 租賃負債(附註26)	4,052	4,156	(3,465)	222	(10)	4,955

For the year ended 31 March 2023

	1 April 2022 2022年 4月1日 HK\$'000 千港元	New lease arrangement 新租賃安排 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest charges 利息費用 HK\$'000 千港元	Exchange realignment 匯兌調整 HK\$'000 千港元	31 March 2023 2023年 3月31日 HK\$'000 千港元
Lease liabilities (note 26) 租賃負債(附註26)	1,390	4,601	(2,018)	119	(40)	4,052

(c) Total cash outflow for leases

Amounts included in the cash flow statements for lease comprise the following:

Within operating cash flows 經營現金流量內
Within financing cash flows 融資現金流量內

36. 綜合現金流量表附註(續)

(b) 融資活動所產生負債之對賬

下表載列本集團融資活動所產生負債之詳細變動，包括現金及非現金變動。融資活動所產生之負債乃現金流量會於或未來現金流量將於本集團綜合現金流量表分類為融資活動所得現金流量之負債。

截至2024年3月31日止年度

截至2023年3月31日止年度

(c) 租賃現金流出總額

包括在現金流量表內的租賃金額包括以下各項：

	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Within operating cash flows 經營現金流量內	1,312	1,919
Within financing cash flows 融資現金流量內	3,243	1,899
	4,555	3,818

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

36. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases (Continued)

These amounts relate to the following:

Lease rental paid in respect of finance leases	就融資租賃支付的租金
Lease rental paid in respect of short-term lease	就短期租賃支付的租金

36. 綜合現金流量表附註(續)

(c) 租賃現金流出總額(續)

與以下項目相關金額：

2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
3,465	2,018
1,090	1,800
4,555	3,818

37. CAPITAL COMMITMENTS

As of 31 March 2024 and 2023, the Group did not have any capital commitments.

37. 資本承擔

截至2024年及2023年3月31日，本集團並無任何資本承擔。

38. CONTINGENT LIABILITIES

The Group did not have any contingent liabilities at the end of the reporting period (2023: Nil).

38. 或然負債

本集團於報告期末並無任何或然負債(2023年：零)。

39. EVENTS AFTER REPORTING PERIOD

On 14 June 2024, the Group entered into a strategic cooperation framework agreement (the “**Strategic Cooperation Framework Agreement**”) with Guizhou Little Butterfly Cultural Tourism Industry Development Co. Ltd.* (貴州小蝴蝶文化旅遊產業發展有限公司) (“**Guizhou Little Butterfly Cultural**”), a company established under the laws of the People’s Republic of China (“**PRC**”) which mainly operates the business of entrusted operation and management of tourist attractions. Pursuant to the Strategic Cooperation Framework Agreement, the Group and Guizhou Little Butterfly Cultural will cooperate on various matters including but not limited to joint development of intellectual property rights in digital cultural tourism and exploration of potential opportunities through the operation of e-commerce platforms or other feasible approaches. The Strategic Cooperation Framework Agreement shall be effective for a term of one year. Details of the above are set out in the Company’s announcement dated 14 June 2024.

39. 報告期後事項

於2024年6月14日，本集團與貴州小蝴蝶文化旅遊產業發展有限公司(「貴州小蝴蝶文化」)訂立戰略合作框架協議(「戰略合作框架協議」)，該公司為一家根據中華人民共和國(「中國」)法律成立之公司，主要經營旅遊景區受託經營及管理業務。根據戰略合作框架協議，本集團與貴州小蝴蝶文化將就多項事宜進行合作，合作事項包括但不限於共同開發數字文旅知識產權，通過營運電子商務平台或其他可行方案，發掘潛在機會。戰略合作框架協議有效期為一年。上述詳情載於本公司日期為2024年6月14日之公佈。

40. RELATED PARTY TRANSACTIONS

Save for those transactions or balances of related parties disclosed elsewhere in the consolidated financial statements, the Group had the following material transactions with its related parties during the year.

40. 關聯方交易

除綜合財務報表其他章節披露的該等關聯方交易或結餘外，本集團於年內與其關聯方有下列重大交易。

Notes to the Financial Statements

財務報表附註

For the year ended 31 March 2024
截至2024年3月31日止年度

40. RELATED PARTY TRANSACTIONS (continued)

(a) Transactions with related parties

		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Sales of goods to related companies: 向關聯公司銷售產品：			
— Long Yield Company Limited (“Long Yield”)	— 隆逸有限公司(「隆逸」)	32	83
Services rendered to related companies: 向關聯公司提供服務：			
— Long Yield	— 隆逸	124	57
— SoHo Business Center Limited (“SoHo”)	— SoHo Business Center Limited (「SoHo」)	—	32
		124	89
Rental expenses paid to a related company 已付一間關聯公司的租金開支			
— Brilliant Capital Resources Limited (“Brilliant”)	— 卓基資本有限公司(「卓基」)	1,775	1,800

Notes:

- (i) The pricing of the related party transactions are mutually agreed by the Group and related companies.
- (ii) Mr. Tony Yuen and Ms. Pauline Yuen are directors of Long Yield.
- (iii) Mr. Tony Yuen and Ms. Pauline Yuen are able to exercise significant influence over SoHo.
- (iv) Mr. Tony Yuen and Ms. Pauline Yuen are able to exercise control over Brilliant.

(b) Key Management Compensation

Key management mainly represents the Company’s directors. Their remunerations have been disclosed in note 13(a) to the consolidated financial statements.

41. APPROVAL OF FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 June 2024.

40. 關聯方交易(續)

(a) 與關聯方的交易

Note 附註	2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
(i), (ii)	32	83
(i), (ii)	124	57
(i), (iii)	—	32
	124	89
(i), (iv)	1,775	1,800

附註：

- (i) 關聯方交易之定價由本集團及關聯公司共同協定。
- (ii) 阮先生及阮女士為隆逸的董事。
- (iii) 阮先生及阮女士對SoHo具重大影響力。
- (iv) 阮先生及阮女士能夠控制卓基。

(b) 主要管理層薪酬

主要管理層主要指本公司董事。彼等的薪酬已於綜合財務報表附註13(a)內披露。

41. 批准財務報表

綜合財務報表已於2024年6月28日經董事會批准及授權刊發。

Five Year Financial Summary

五年財務概要

		Year ended/As at 31 March 截至3月31日止年度/於3月31日				
		2024 2024年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元
OPERATING RESULT	經營業績					
Revenue	收益	54,372	43,151	48,952	45,987	50,842
Cost of sales and services rendered	銷售及已提供服務成本	(29,178)	(30,143)	(32,284)	(26,201)	(26,264)
Gross profit	毛利	25,194	13,008	16,668	19,786	24,578
Other income	其他收入	3,008	1,497	122	2,466	891
Selling and distribution costs	銷售及分銷成本	(10,100)	(9,639)	(7,158)	(4,840)	(5,141)
Administrative and other expenses	行政及其他開支	(33,386)	(28,675)	(26,197)	(23,817)	(22,933)
Impairment losses on trade receivables	貿易應收款項減值虧損	(138)	(96)	(65)	(215)	(162)
Loss from operation	經營虧損	(15,422)	(23,905)	(22,935)	(6,620)	(2,767)
Finance costs	財務成本	(234)	(119)	(107)	(176)	(209)
Loss before tax	除稅前虧損	(15,656)	(24,024)	(23,041)	(6,796)	(2,976)
Income tax expense	所得稅開支	29	(132)	(146)	(305)	(402)
Loss for the year	年內虧損	(15,627)	(24,156)	(23,187)	(7,101)	(3,378)
Other comprehensive income after tax:	除稅後其他全面收益：					
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益之項目：</i>					
Remeasurement gains on defined benefit pension plans	界定福利退休金計劃之重新計量收益	121	-	-	-	-
<i>Items that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>					
Exchange differences on translating foreign operations	換算海外業務時之匯兌差額	(345)	(406)	141	538	(418)
Release of foreign currency translation reserve on disposal of a subsidiary	出售附屬公司時解除外幣換算儲備	40	-	-	-	-
		(305)	(406)	141	538	(418)
Other comprehensive income for the year, net of tax	年內其他全面收益，扣除稅項	(184)	(406)	141	538	(418)
Total comprehensive income for the year attributable to the owners of the Company	本公司擁有人應佔年內全面收益總額	(15,811)	(24,562)	(23,046)	(6,563)	(3,796)
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	45,190	55,029	73,018	97,096	102,518
Total liabilities	總負債	(26,405)	(20,433)	(13,860)	(14,892)	(13,751)
Net assets	資產淨值	18,785	34,596	59,158	82,204	88,767
Equity attributable to owners of the Company	本公司擁有人應佔權益	18,785	34,596	59,158	82,204	88,767



Prime Intelligence Solutions Group Limited
懶豬科技集團有限公司